

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Kelington Group Berhad (“Kelington” or the “Company”) will be conducted fully virtual from the Broadcast Venue at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Tuesday, 31 May 2022 at 12 noon or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE SCHEME WHICH ENTAILS A SHARE GRANT SCHEME OF UP TO FOUR PERCENT (4%) OF THE ISSUED SHARES OF KELINGTON (EXCLUDING TREASURY SHARES) FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF KELINGTON AND ITS SUBSIDIARIES (“PROPOSED ESS”)

“THAT, subject to the approvals of all relevant authorities being obtained for the Proposed ESS, the Board be and is hereby authorised:

- (i) to establish, implement, and administer the Proposed ESS which comprises a share grant scheme for the benefit of the eligible employees and Directors (including Non-Executive Directors) of the Company and its subsidiaries which are not dormant (“Group”) who meets the criteria of eligibility for participation in the Proposed ESS (“Eligible Employees”) to be administered by a committee to be appointed by the Board (“ESS Committee”) in accordance with the draft By-Laws of the Proposed ESS (“By-Laws”), which is set out in Appendix I of this Circular to Shareholders dated 18 April 2022 (“Circular”);
- (ii) to allot and issue and/or procure for delivery from time to time such number of Shares or new Shares which may be made available under the Proposed ESS, provided that the maximum number of Shares to be allotted and issued pursuant to the Proposed ESS shall not at any point in time in aggregate exceed four percent (4%) of the issued shares of the Company (excluding treasury shares) and that such Shares shall upon issuance and allotment, rank pari passu in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the new Shares;
- (iii) to issue new shares and/or transfer via treasury shares or existing shares to the Eligible Employees under the Proposed ESS;
- (iv) to appoint a trustee (“Trustee”) to facilitate the implementation of the Proposed ESS (if required);
- (v) to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time to the Trustee, to enable the Trustee to, amongst others, acquire, subscribe for, transfer and/or dispose of ordinary shares in the Company (“Shares”) and/or payment of equivalent cash value to the Eligible Employees, to the extent permitted by law for the purpose of the implementation and administration of the Proposed ESS;
- (vi) to extend the duration of the Proposed ESS, to add, modify and/or amend the Proposed ESS and/or the By-Laws from time to time as may be required/permitted by the relevant authorities or deemed necessary by the relevant authorities or the Board or ESS Committee provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- (vii) to do all such acts, execute all such documents and to enter into all such transactions, arrangements, and agreements, deeds, or undertakings (including but not limited to the trust deed with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws;

THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to consent and to adopt such conditions, modifications, variations and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

AND THAT the proposed By-Laws of the Proposed ESS, as set out in Appendix I of the Circular, be and is hereby approved.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF KELINGTON SHARES TO IR. GAN HUNG KENG, EXECUTIVE CHAIRMAN/ CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Ir. Gan Hung Keng, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF KELINGTON SHARES TO ONG WENG LEONG, EXECUTIVE DIRECTOR/ CHIEF OPERATING OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Ong Weng Leong, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF KELINGTON SHARES TO CHAN THIAN KIAT, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Chan Thian Kiat, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF KELINGTON SHARES TO TAN CHUAN YONG, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Tan Chuan Yong, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF KELINGTON SHARES TO VICE ADMIRAL (RETIRED) DATUK HAJI JAMIL BIN HAJI OSMAN, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Vice Admiral (Retired) Datuk Haji Jamil bin Haji Osman, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF KELINGTON SHARES TO SOO YUIT WENG, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Soo Yuit Weng, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF KELINGTON SHARES TO NG LEE KUAN, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Ng Lee Kuan, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. she does not participate in the deliberation or discussion of her own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to her, if she, either singly or collectively through persons connected to her, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF KELINGTON SHARES TO SOH TONG HWA, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Soh Tong Hwa, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF KELINGTON SHARES TO CHAM TECK KUANG, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Cham Teck Kuang, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF KELINGTON SHARES TO HU KEQIN, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS committee, from time to time throughout the duration of the Proposed ESS, to offer and grant Hu Keqin, Kelington Shares pursuant to the Proposed ESS, provided always that:

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new Kelington Shares which may be made available under the Proposed ESS shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of Kelington; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Proposed ESS as set out in the Appendix I of the Circular, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.”

By Order of the Board

LIM LEE KUAN (SSM PC No. 202008001079 & MAICSA 7017753)

TEO MEE HUI (SSM PC No. 202008001081 & MAICSA 7050642)

Company Secretaries

Kuala Lumpur

18 April 2022

Notes:

1. The EGM will be conducted fully virtual through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities to be provided by Dvote Services Sdn Bhd via its Dvote Online website at <https://www.DigitizeVote.my>. Please follow the procedures provided in the Administrative Details for the EGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 59 of the Company’s Constitution which require the Chairman of the EGM to be present at the main venue of the EGM. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
3. A member may appoint up to two (2) proxies to attend, participate, speak and vote at the EGM. If a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be valid. A proxy may, but need not, be a member of Kelington and there shall be no restriction as to the qualification of the proxy.
4. The instrument appointing a proxy shall be in writing, under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
5. Where a member of Kelington is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of Kelington standing to the credit of the said securities account.
6. Where a member of Kelington is an exempt authorised nominee which holds ordinary shares in Kelington for multiple beneficial owners in one (1) securities account (“Omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
7. The appointment of proxy may be made in hard copy or in electronic form. The instrument appointing a proxy must be submitted in the following manners, at least forty-eight (48) hours before the time for holding the EGM or any adjournment thereof:
 - (i) In hard copy form
To be deposited at Kelington’s Share Registrar’s office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan; or
 - (ii) By electronic means
To be sent via e-mail to Khairol.Iqram@boardroomlimited.com
8. For the purpose of determining who shall be entitled to attend this EGM, Kelington shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to Kelington pursuant to Clause 62 of the Constitution of Kelington, a Record of Depositors as at 24 May 2022 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this EGM.