



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourth Annual General Meeting ("4th AGM") of Keyfield International Berhad ("Company") will be held at Merbau 1 Room, Crowne Plaza Kuala Lumpur City Centre, No. 22, Menara 8, Jalan Yap Kwan Seng, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Thursday, 29 May 2025 at 10.30 a.m. for the following purposes:

**AGENDA**

- As Ordinary Business:**
- To receive the Audited Financial Statements for the year ended 31 December 2024 together with the Directors' and Auditors' Reports thereon.
  - To approve the payment of Directors' fees of up to RM400,000.00 from the day after the Fourth Annual General Meeting until the next Annual General Meeting of the Company to be held in 2026.
  - To approve the payment of Directors' benefits of up to RM100,000.00 from the day after the Fourth Annual General Meeting until the next Annual General Meeting of the Company to be held in 2026.
  - To re-elect the following Directors of the Company who retire in accordance with Clause 76(3) of the Constitution of the Company:
    - Dato' Kee Chit Huei
    - Puan Julannar Binti Abd Kadir;
  - To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note 1]  
Ordinary Resolution 1  
Ordinary Resolution 2  
  
Ordinary Resolution 3  
Ordinary Resolution 4  
Ordinary Resolution 5

- As Special Business:**
- To consider and if thought fit, to pass, with or without modifications, the following ordinary resolutions:
- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act"), Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and subject to the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, upon such terms and conditions, and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit provided that the aggregate number of such New Shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").  
THAT such approval on the Proposed General Mandate shall continue to be in force until:
    - the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given; or
    - the expiration of the period within which the next AGM of the Company is required to be held after the approval was given,
 whichever is the earlier, unless such approval is revoked or varied by the Company at a general meeting.  
THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities."

Ordinary Resolution 6

- PROPOSED AUTHORITY FOR SHARE BUY-BACK**  
"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and are hereby authorised to purchase such number of issued shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:
  - the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
  - the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase, ("Proposed Share Buy-Back").
 AND THAT the authority to facilitate the Proposed Share Buy-Back shall commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:
  - the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,
 whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.  
AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:
  - To cancel all or part of the Purchased Shares;
  - To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
  - To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
  - To resell all or part of the treasury shares;
  - To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
  - To transfer all or part of the treasury shares as purchase consideration;
  - To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
  - To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.
 AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."
- To transact any other business for which due notice shall have been given.

Ordinary Resolution 7

By Order of the Board,

**NG CHEONG SENG (MIA 17444) (SSM PC No. 202408000584)**  
Company Secretary

Kuala Lumpur  
25 April 2025

**NOTES:**

**APPOINTMENT OF PROXY:**

- For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 May 2025. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the AGM.
- A member who is entitled to participate in the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at the AGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
- Where a member of the Company is an authorised nominee as defined in the Securities Industries (Central Depositories) Act 1991 ("Central Depository Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - By electronic form  
In the case of an appointment of a proxy made in electronic form, the proxy form must be deposited via the TIH Online website at <https://tih.online>. Please refer to the Administrative Guide for the 4th AGM on electronic lodgement of Form of Proxy.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is Tuesday, **27 May 2025 at 10:30 a.m.**
- For a corporate member who has appointed an authorised representative instead of a proxy to attend the AGM, please deposit the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

**EXPLANATORY NOTES ON ORDINARY BUSINESS**

**1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2024**

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda will not put forward for voting by shareholders of the Company.

**2. Ordinary Resolutions 1 and 2 - Payment of Directors' Fees and Other Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees from the day after the 4th AGM until the next AGM of the Company to be held in 2026.

The Proposed Ordinary Resolution 2 is to facilitate payment of Directors' benefit from the day after the 4th AGM until the next AGM of the Company to be held in 2026.

In the event the proposed amounts of Directors' fees and other benefits are insufficient (e.g. due to enlarged Board size or more meetings), approval will be sought at the next AGM for the shortfall.

**3. Ordinary Resolutions 3 and 4 - Re-election of Directors pursuant to Clause 76(3) of the Company's Constitution**

Dato' Kee Chit Huei and Puan Julannar Binti Abd Kadir will retire at the 4th AGM pursuant to Clause 76(3) of the Company's Constitution. All of them are standing for re-election by rotation as Directors of the Company and being eligible, have offered themselves for re-election at the 4th AGM.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance ("MCCG"), the profiles of the two (2) Directors are set out in the Directors' profile of the Annual Report 2024. The Board has through the Nominating Committee ("NC"), considered the assessment of the said Directors pursuant to the Fit and Proper Policy adopted by the Company and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The Board collectively agreed that the Directors had met the criteria as prescribed under Paragraph 2.20A of the Listing Requirements of Bursa Securities as mentioned above and recommended the said Directors be re-elected as Directors of the Company.

**4. Ordinary Resolution 5 - Re-appointment of Auditors**

The Board has through the Audit and Risk Management Committee ("ARMC"), considered the re-appointment of Crowe Malaysia PLT as Auditors of the Company. The factors considered by the ARMC in making the recommendation to the Board to table the re-appointment of Crowe Malaysia PLT at the forthcoming AGM, included an assessment of the Auditors' independence and objectivity, calibre and quality process/performance.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

**5. Ordinary Resolution 6 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 6, if passed, would renew the mandate granted to the Directors at the Third ("3rd") AGM held on 5 April 2024 and provide flexibility to the Directors to undertake fundraising activities including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), business expansion, working capital and/or acquisition(s) at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

As at the date of this Notice, the Company did not allot any shares pursuant to the shareholders' mandate granted to the Directors at the 3rd AGM as there were no requirements for such fundraising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

**6. Ordinary Resolution 7 - Proposed Authority for the Company to purchase its own shares**

The proposed Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 25 April 2025 in relation to the Proposed Authority for Share Buy-Back for further details.