



KRONOLOGI ASIA BERHAD

201301037868 (1067697-K)
(Incorporated in Malaysia)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting ("9th AGM" or "Meeting") of **KRONOLOGI ASIA BERHAD** ("Kronologi" or "the Company") will be held at Ballroom B, Level 2, Aloft Kuala Lumpur Sentral, No. 5 Jalan Stesen Sentral, 50470 Kuala Lumpur on Monday, 10 July 2023 at 3.30 p.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 January 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits of up to RM600,000 for the period commencing from the date immediately after this 9th AGM until the date of the next Annual General Meeting ("AGM") of the Company.
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:-
 - Mr. Tan Jeck Min
 - Mr. Kok Cheang-hung
- To re-elect Ms. Lai Ching Thing who retires pursuant to Clause 91 of the Company's Constitution.
- To re-appoint PKF PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

6. RETENTION OF SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Mr. John Chin Shoo Ted who has served as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as the Senior Independent Non-Executive Director of the Company."

7. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time ("the Mandate") AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given 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.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

8. PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT subject to the provisions of the Act, the provisions of the Constitution of the Company, the AMLR of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company ("Directors"), to the extent permitted by law, to purchase and/or hold such number of ordinary shares of the Company ("Kronologi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:-

- the maximum aggregate number of Kronologi Shares which may be purchased and/or held as treasury shares does not exceed ten per centum (10%) of the total number of issued shares in the Company at any point in time subject to compliance with the provisions of the Act, the AMLR of Bursa Securities and/or any other relevant authorities;
- the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-
 - the conclusion of the next AGM of Kronologi following the general meeting at which this resolution is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
 - the expiration of the period within the next AGM 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 not so as to prejudice the completion of the purchase(s) by the Company of the Kronologi Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

THAT the Directors be and are hereby authorised to deal with the Kronologi Shares purchased under the Proposed Renewal of Share Buy-Back Authority, at their discretion, in the following manners:-

- cancel the purchased Kronologi Shares; or
- retain the purchased Kronologi Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; or
- retain part of the purchased Kronologi Shares as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as they may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the Kronologi Shares."

9. PROPOSED BONUS ISSUE OF UP TO 148,068,883 NEW ORDINARY SHARES IN KRONOLOGI ("KRONOLOGI SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 5 EXISTING KRONOLOGI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) including the approval from Bursa Securities for the listing and quotation of the Bonus Shares on the ACE Market of Bursa Securities, authority be and is hereby given to the Board of Directors of the Company ("Board") to issue up to 148,068,883 Bonus Shares on the basis of 1 Bonus Share for every 5 existing Kronologi Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the date to be determined and announced later by the Board ("Entitlement Date");

THAT the Bonus Shares in respect of the Proposed Bonus Issue of Shares shall be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Kronologi Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

THAT the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue of Shares, in such manner at its absolute discretion as the Board may deem fit and expedient, and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents and to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

10. PROPOSED BONUS ISSUE OF UP TO 148,068,883 NEW WARRANTS IN KRONOLOGI ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 5 EXISTING KRONOLOGI SHARES HELD BY THE ENTITLED SHAREHOLDERS OF KRONOLOGI ON THE ENTITLEMENT DATE ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the approval of all relevant authorities and/or parties (where applicable) including the approval from Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities and the listing and quotation of the Warrants as well as the new Kronologi Shares to be allotted and issued arising from the exercise of the Warrants on the ACE Market of Bursa Securities, the Board of Directors of the Company ("Board") is hereby authorised to issue up to 148,068,883 Warrants, on the basis of 1 Warrant for every 5 Kronologi Shares held by the Entitled Shareholders on the Entitlement Date;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants on the basis and manner set out in the circular to shareholders of the Company dated 31 May 2023 ("Circular");

THAT any one of the Directors be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("Deed Poll") and to do all acts, deeds and things as he may deem fit or expedient, in order to implement, finalise and give full effect to the Deed Poll;

THAT fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new Kronologi Shares, credited as fully paid-up, to the holder(s) of the Warrants arising from the exercise of the Warrants, if any, by the warrant holders and where required, to adjust the exercise price and/ or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments in accordance with the provisions of the Deed Poll;

THAT the new Kronologi Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing Kronologi Shares, save and except that the new Kronologi Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the new Kronologi Shares;

THAT the proceeds raised from the exercise of Warrants, if any, be utilised for the purposes set out in the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to Proposed Bonus Issue of Warrants."

Please refer to
Explanatory Note 1

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

11. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

"THAT the proposed amendments to the Constitution of the Company as set out in "Appendix A", be approved and adopted with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (CCM PC No.: 201908001272)

LEE SIEW FUN (MAICSA 7063623) (CCM PC No.: 202008000735)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

31 May 2023

Notes:

- A member who is entitled to attend, participate, speak and vote at the 9th AGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with 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 (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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:-
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic form
The proxy form can be electronically lodged via TIH Online website at <https://tih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via TIH Online.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 3 July 2023. Only members whose names appear in the General Meeting Record of Depositors as at 3 July 2023 shall be regarded as members and entitled to attend, participate, speak and vote at the 9th AGM.
- All the resolutions as set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 9th AGM at short notice. Kindly check Bursa Securities' and Company's website at www.kronologi.asia for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 January 2023

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Item 2 of the Agenda – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 9th AGM until the date of the next AGM of the Company.

In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

3. Item 3 and 4 of the Agenda – Re-election of Directors

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of five (5) Directors of the Company are to retire in accordance with Clause 85 of the Company's Constitution.

Clause 91 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Mr. Tan Jeck Min and Mr. Kok Cheang-hung who were appointed to the Board on 19 October 2015 and 2 November 2017 respectively, will retire in accordance with Clause 85 of the Company's Constitution whereas Ms. Lai Ching Thing who was appointed on 2 May 2023 will retire in accordance with Clause 91 of the Company's Constitution. All the retiring Directors being eligible, have offered themselves for re-election at the 9th AGM.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the abovementioned retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the retiring Directors are provided in the Directors' Profile on Pages 29 to 34 of the Company's Annual Report 2023.

4. Item 6 of the Agenda – Retention of Independent Non-Executive Director

The Board had assessed the independence of Mr. John Chin Shoo Ted, who has served as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Directors is satisfied that he had met the independence and recommended him to continue to act as the Senior Independent Non-Executive Director of the Company based on the following reasons:-

- he has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Rule 1 of the AMLR of Bursa Securities;
- he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;
- he has good knowledge of the Group's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised due care during his tenure as Senior Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the retention of Mr. John Chin Shoo Ted as the Senior Independent Non-Executive Director of the Company are subject to the shareholders' approval through a two-tier voting process.

5. Item 7 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Company had at its Eighth AGM held on 22 June 2022 ("8th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time.

The Ordinary Resolution 7 proposed under item 7 of the Agenda, is a renewal of the general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (10% General Mandate) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the General Mandate granted to the Directors at the 8th AGM which will lapse at the conclusion of the 9th AGM.

6. Item 8 of the Agenda – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution 8 proposed under item 8 of the Agenda is to renew the shareholders' mandate for the share buy-back by the Company. The said proposed renewal of shareholders' mandate will empower the Directors to buy-back and/or hold up to a maximum of ten per centum (10%) of the Company's total number of issued shares at any point of time, by utilising the amount allocated which shall not exceed the total retained profits of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

Please refer to the Share Buy-Back Statement dated 31 May 2023 contained in the Company's Annual Report 2023 for further details.

7. Item 9 of the Agenda – Proposed Bonus Issue of Shares

The Proposed Bonus Issue of Shares, if passed, will allow the Board of Directors to issue an amount up to 148,068,883 Bonus Shares on the basis of 1 Bonus Share for every 5 existing Kronologi Shares held by the shareholders of the Company.

The Proposed Bonus Issue of Shares is for the following purposes:-

- will enable the shareholders of Kronologi to have greater participation in the equity of the Company in the terms of number of Kronologi Shares held, whilst maintaining their percentage of equity interest;
- is expected to enhance the marketability and trading liquidity of Kronologi Shares on the ACE Market of Bursa Securities, thereby providing an opportunity for greater participation from a broader range of investors; and
- will maintain the Company's reserves and total net assets of the Company as the Proposed Bonus Issue of Shares will be implemented without capitalization of the Company's reserves.

Please refer to the Circular to Shareholders dated 31 May 2023 for further information.

8. Item 10 of the Agenda – Proposed Bonus Issue of Warrants

The Proposed Bonus Issue of Warrants, if passed, will allow the Board of Directors to issue up to 148,068,883 Warrants, on the basis of 1 Warrant for every 5 Kronologi Shares held by the Shareholders.

The Proposed Bonus Issue of Warrants is for the following purposes:-

- will enable the shareholders of Kronologi to own convertible securities in the Company, which are tradable on Bursa Securities, without incurring any cost;
- will provide the shareholders of Kronologi with an opportunity to further increase their equity participation in the Company at a pre-determined exercise price over the tenure of the Warrants;
- will allow the shareholders of Kronologi to benefit from any potential capital appreciation of the Warrants; and
- will provide the Company with additional working capital as and when the Warrants are exercised without incurring interest costs as compared to conventional bank borrowings.

Please refer to the Circular to Shareholders dated 31 May 2023 for further information.

9. Item 11 of the Agenda – Proposed Amendments to the Constitution of the Company ("Proposed Amendments")

The Proposed Amendments are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency.

The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.

Special Resolution

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF KRONOLOGI ASIA BERHAD (“THE COMPANY”)

This is Appendix A referred to in Agenda 11 of the Notice of Ninth Annual General Meeting (“9th AGM”) of the Company dated 31 May 2023.

Day, Date and time of the 9th AGM : Monday, 10 July 2023 at 3.30 p.m.
Venue : Ballroom B, Level 2, Aloft Kuala Lumpur Sentral,
 No. 5 Jalan Stesen Sentral, 50470 Kuala Lumpur

Clause No.	Existing Clause	Proposed Clause
54 <i>Offer of new Shares</i>	Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Constitution. Notwithstanding the above, the Director shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.	Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.

Appendix A (cont'd)

Clause No.	Existing Clause	Proposed Clause
		<p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable. In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.</p>
125A <i>Validity of Electronic / Digital Signature</i>	New provision	<p>For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:-</p> <ul style="list-style-type: none"> (a) a holder of Shares; (b) a Director (including Alternate Director); (c) a committee member; (d) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative, <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>

ADMINISTRATIVE NOTES

FOR THE NINTH ANNUAL GENERAL MEETING OF KRONOLOGI ASIA BERHAD ("KRONOLOGI" OR "THE COMPANY") ("9TH AGM")

Day and Date : Monday, 10 July 2023
Time : 3.30 p.m. or at any adjournment thereof
Venue : Ballroom B, Level 2, Aloft Kuala Lumpur, No. 5 Jalan Stesen Sentral, 50470 Kuala Lumpur

In transition to the endemic phase of Covid-19 and to safeguard the health and safety of shareholders, proxies and invited guests who may be attending the 9th AGM in person, please find the below requirements and method of participating in the 9th AGM of the Company:-

- If you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, diarrhoea or shortness of breath, you are required to comply with the directives issued by Ministry of Health to self-quarantine or seek medical advice and will not be allowed to attend the 9th AGM. You are hereby strongly advised and encouraged to submit your Proxy Form prior to the 9th AGM.
- To safeguard the health and safety of shareholders, proxies and invited guests who may be attending the 9th AGM in person, the Company will also implement the following precautionary measures for the 9th AGM:-
 - Shareholders present in person or by proxy or attorney or authorised representative are required to pre-register themselves with the Company to allow the Company to make the necessary arrangement in relation to the meeting i.e. infrastructure, logistic and meeting venue.
 - All attendees are advised to sanitise their hands and wear face mask before entering the venue. Wearing a face mask throughout the 9th AGM proceedings is highly encouraged.

REGISTRATION ON THE DAY OF 9th AGM

1. Registration will commence at 2.30 p.m.
2. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
3. A voting slip and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.
4. Registration must be done in person. No person is allowed to register on behalf of another.
5. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate at the 9th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **Saturday, 8 July 2023 at 3.30 p.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Saturday, 8 July 2023 at 3.30 p.m.**

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Procedures for Electronic Submission of Proxy Form.

Administrative Notes (cont'd)

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Saturday, 8 July 2023 at 3.30 p.m.** to participate in the 9th AGM. 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.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on/or before the 9th AGM. The certificate of appointment should be executed in the following manner:-

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:-

Procedure		Action
i. Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services" by selecting "Create Account by Individual Holder". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "KRONOLOGI ASIA BERHAD 9TH AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. Review and confirm your proxy(ies) appointment. Print proxy form for your record.

Administrative Notes (cont'd)

Procedure		Action
ii. Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under "ENQUIRY" section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: "KRONOLOGI ASIA BERHAD 9TH AGM - SUBMISSION OF PROXY FORM" • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "SUBMISSION OF PROXY FORM" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate event: "KRONOLOGI ASIA BERHAD 9TH AGM - SUBMISSION OF PROXY FORM". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the 9th AGM is **strictly not allowed**. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):-

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line	:	+603-2783 9299
Fax Number	:	+603-2783 9222
Email	:	is.enquiry@my.tricorglobal.com
Contact persons	:	Hifzul Azad +603-27839284 (Mohamad.Hifzul@my.tricorglobal.com)
	:	Lim Lay Kiow +603-27839232 (lay.Kiow.Lim@my.tricorglobal.com)
	:	Siti Zalina +603-27839247 (Siti.Zalina@my.tricorglobal.com)