

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of Kobay Technology Bhd ("**Kobay**" or the "**Company**") will be held at 4th Floor, Wisma Kobay, No. 42-B, Jalan Rangoon, 10400 Georgetown, Penang on Monday, 12 April 2021 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED EXEMPTION UNDER PARAGRAPH 4.15(1) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") TO KOBAY HOLDINGS SDN BHD ("KHSB") AND PERSON ACTING IN CONCERT WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING ORDINARY SHARES IN KOBAY ("KOBAY SHARES" OR "SHARES") NOT ALREADY OWNED BY THEM ARISING FROM THE PURCHASE BY KOBAY OF ITS OWN SHARES PURSUANT TO ITS SHARE BUY-BACK AUTHORITY ("PROPOSED EXEMPTION")**

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given for the shareholdings of KHSB and person acting in concert with it to increase, either collectively and/or individually to more than 33% and/or increase by 2% in any six (6)-month period as a result of the reduction of the voting shares of Kobay arising from the purchase by Kobay of its own Shares pursuant to its share buy-back authority to purchase and/or hold up to 10% of the total number of issued shares of the Company without having to undertake any mandatory take-over offer for all the remaining voting shares of Kobay not already owned by KHSB and person acting in concert with it in accordance with Paragraph 4.15(1) of the Rules.

**AND THAT** the Board of Directors of the Company ("**Board**") (save for the interested directors, Dato' Seri Koay Hean Eng, Koay Cheng Lye and Koay Ah Bah @ Koay Cheng Hock) be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Exemption with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board (save for the interested directors, Dato' Seri Koay Hean Eng, Koay Cheng Lye and Koay Ah Bah @ Koay Cheng Hock) may deem necessary or expedient in the best interest of the Company.

**ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF 204,187,202 NEW KOBAY SHARES ("BONUS SHARES") ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY ONE (1) EXISTING KOBAY SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF SHARES")**

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to issue and allot 204,187,202 Bonus Shares to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on a date to be determined by the Board and announced by the Company at a later date, on the basis of two (2) Bonus Shares for every one (1) existing Kobay Share held;

**THAT** the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Kobay Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Bonus Issue of Shares with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

**By Order of the Board**

**WONG MEE CHOON (MACS 01562) (SSM Practising No. 201908001211)**  
**CHAN MUN SHEE (MAICSA 7003071) (SSM Practising No. 202008002208)**  
Company Secretaries

Penang  
25 March 2021

**Notes:**

1. A member entitled to attend, participate, speak and vote at the EGM of the Company shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote for him. A proxy may but need not be a member of the Company.
2. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
3. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Form of Proxy.
4. The duly completed Form of Proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the EGM of the Company PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
5. If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 5 April 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM of the Company or appoint proxy(ies) to attend, participate, speak and vote on his behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.