

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Kobay Technology Bhd (“Kobay” or “Company”), which will be conducted on a fully virtual basis via online meeting platform at www.agriteum.com.my on Thursday, 22 July 2021 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

- (I) **PROPOSED ACQUISITION BY KOBAY OF 70% EQUITY INTEREST IN (A) AVELON HEALTHCARE SDN BHD, (B) GALAXIS HEALTHCARE SDN BHD, (C) AVELON ARISE SDN BHD, (D) GALAXIS PHARMA SDN BHD AND (E) ARISE HEALTHCARE SDN BHD (COLLECTIVELY REFERRED TO AS “AVELON GROUP”) FROM THE VENDORS (AS DEFINED BELOW) FOR A TOTAL CASH CONSIDERATION OF UP TO RM47,665,676.80 (“PROPOSED 70% ACQUISITION”); AND**
- (II) **PROPOSED GRANTING BY THE VENDORS OF A CALL OPTION FOR KOBAY TO ACQUIRE THE REMAINING 30% EQUITY INTEREST IN THE AVELON GROUP AND THE GRANTING BY KOBAY OF A PUT OPTION TO THE VENDORS TO SELL OR CAUSE TO SELL THE REMAINING 30% EQUITY INTEREST IN THE AVELON GROUP AFTER THE PROPOSED 70% ACQUISITION (“PROPOSED CALL AND PUT OPTION”)**

(THE PROPOSED 70% ACQUISITION AND PROPOSED CALL AND PUT OPTION ARE COLLECTIVELY REFERRED TO AS THE “PROPOSED ACQUISITION”)

“**THAT**, subject to the passing of Ordinary Resolution 2 below and approvals of all relevant authorities and/or parties (where applicable) being obtained, and the satisfaction of the conditions precedent as stated in the conditional share sale agreement dated 28 May 2021 (“SSA”) entered into between Kobay and Lim Beng Cheong and Chong Hui Shin (collectively referred to as the “Vendors”), approval be and is hereby given to Kobay to acquire 70% equity interest in Avelon Group from the Vendors for a total cash consideration of up to RM47,665,676.80, subject to the terms and conditions contained in the SSA;

AND THAT subject to the completion of the Proposed 70% Acquisition and in accordance with the terms and conditions of the SSA, approval be and is hereby given to the Company to:

- (i) accept a call option granted by the Vendors to Kobay and for Kobay to acquire the remaining 30% equity interest in the Avelon Group by way of exercise of the call option; or
- (ii) grant a put option to the Vendors and for Kobay to acquire the remaining 30% equity interest in the Avelon Group in the event the Vendors exercise the put option.

AND THAT the Board of Directors of Kobay (“Board”) be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF KOBAY AND ITS SUBSIDIARIES (“KOBAY GROUP” OR “GROUP”) TO INCLUDE THE SALE AND/OR MANUFACTURING OF PHARMACEUTICAL AND HEALTHCARE PRODUCTS (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Company to diversify its existing principal activities to include the sale and/or manufacturing of pharmaceutical and healthcare products;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Diversification with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Diversification.”

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
5 July 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 at 3rd Floor, Wisma Kobay, No. 42-B, Jalan Rangoon, 10400 Georgetown, Penang not less than forty-eight (48) hours before the time set 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/her 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 15 July 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.
8. The online meeting platform is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM. Shareholders/ proxies from the public WILL NOT BE ALLOWED to be physically present. Shareholders who wish to participate in the EGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.