

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (“AGM”) of Kobay Technology Bhd. will be held at 4<sup>th</sup> Floor, Wisma Kobay, No. 42-B, Jalan Rangoon, 10400 George Town, Penang on Friday, 1 December 2023 at 2.30 p.m. for the following purposes:-

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon.

2. To approve the payment of first and final single tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 30 June 2023.

3. To approve the payment of Directors’ fees for a sum of RM30,000.00 to the Non-executive Directors for the financial year ended 30 June 2023.

4. To approve the payment of Directors’ fees and/or benefits payable to the Non-executive Directors up to an amount of RM100,000.00 for the period commencing from the beginning of financial year ending 2024 until the next AGM of the Company.

5. To re-elect the following Directors who retire in accordance with Article 100 of the Company’s Constitution and being eligible, has offered themselves for re-election :-

i) Mr. Koay Zee Ee

ii) Ms. Lee Kooi Hoon

Mr. Khaw Eng Peng who retires by rotation in accordance with Article 101 of the Company’s Constitution has expressed not to seek re-election. Hence, he will retain office until the close of the 29<sup>th</sup> AGM.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

**SPECIAL BUSINESSES**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- ORDINARY RESOLUTION

7. **AUTHORITY TO ISSUE SHARES IN ACCORDANCE TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016**

“THAT subject always to the Companies Act, 2016 (“the Act”) and the approvals from the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Section 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time 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 (inclusive employee share option scheme exercised by the employees, if any) pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”
- Resolution 7

Resolution 8

- ORDINARY RESOLUTION

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT subject to the compliance by the Company with all applicable laws, regulations and guidelines pursuant to the Act, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant authorities, the Company be and is hereby authorized to purchase and/or hold such amount of ordinary shares in the Company (“shares”) as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT the maximum number of aggregate shares purchased or treasury shares held pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company at any given point in time and that the maximum amount of fund allocated by the Company for the purpose of purchasing the shares shall not exceed the retained profits account of the Company.
- Resolution 8

- THAT authority be and is hereby given to the Directors to treat the shares so purchased by the Company pursuant to this Proposed Share Buy-back in accordance with the provision of the Act, which allows a Company that has purchased its own shares to either retain part of or entire shares as treasury shares or cancel part of or entire shares, or a combination of both. The shares so retained as treasury shares by the Company may, either be distributed as share dividends to shareholders or resell on Bursa Securities or in any manner pursuant to the Act, Bursa Securities Listing Requirements or any other relevant authority for the time being in force.

THAT such authority from the shareholders would be effective immediately upon passing of this resolution and would continue to be in force until:-

a. the conclusion of the next AGM of the Company following the AGM at which such resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or

b. the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to sections 340(1) & 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act, 2016); or

c. revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT authority be and is hereby given to the Directors to take all such steps as are necessary or expedient to implement or to give effect of the Proposed Share Buy-back Authority with full powers to assent to any conditions, modifications, re-valuations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time.”

9. ORDINARY RESOLUTION

**PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a mandate of the shareholders be and is hereby granted to allow recurrent related party transactions of a revenue or trading nature (“RRPTs”), which are necessary for the day-to-day operations of the Company and/or its subsidiary companies (“Kobay Group”), to be entered into by the Kobay Group in the ordinary course of business, PROVIDED THAT such transactions are entered into at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company, the particulars of such transactions are set out in Part B Section 2.4 of the Circular to Shareholders of Kobay dated 31 October 2023 (“Proposed Shareholders’ Mandate”);

THAT disclosure of the breakdown of the aggregate value of transactions conducted will be made based on the type of RRPTs made, names of the related parties involved in each type of the RRPTs made and their relationship with the Company, in the annual report of the Company during the current financial year and in the annual report for the subsequent financial year during which the Proposed Shareholders’ Mandate is in force;

THAT the authority conferred by this resolution shall commence immediately upon the passing of this Ordinary Resolution and shall continue to be in force until:-

a. the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

b. the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to sections 340(1) & 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act, 2016); or

c. revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier.

AND THAT the Directors of the Company and/or any of them be and are hereby authorised to give effect to the Proposed Shareholders’ Mandate with full powers to deal with all matters relating thereto and to complete and do all acts and things (including executing such documents as may be required) in connection with the Proposed Shareholders’ Mandate.”

Resolution 9
10. To transact any other ordinary business of which due notice shall have been given.
- NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**
- NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting, the first and final single tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 30 June 2023 will be paid on 19 January 2024 to depositors registered in the Records of Depositors on 29 December 2023.
- A depositor shall qualify for entitlement to the dividend only in respect of :-
- a) Shares transferred into the depositor’s securities account before 4.00 p.m. on 29 December 2023 in respect of ordinary transfers;

b) Shares bought on Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the rules of Bursa Securities.
- BY ORDER OF THE BOARD
- WONG MEE CHOON (MACS 01562)  
CHAN MUN SHEE (MAICA 7003071)  
Company Secretaries
- Penang, 31 October 2023
- NOTES :**
1. A member entitled to attend, participate, speak and vote at the AGM 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 set for holding the AGM 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 24 November 2023.

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 AGM will be put to vote by way of poll.
- EXPLANATORY NOTES :**
- Agenda 1 is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders of the Company for the Audited Financial Statements for the financial year ended 30 June 2023. Hence, this Agenda item is not put forward for voting.
- Resolution 2 and Resolution 3
- Pursuant to Section 230(1) of the Companies Act 2016, the Directors’ fees and/or any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, the Board wishes to seek shareholders’ approval at the 29<sup>th</sup> AGM of the Company on the Directors’ remuneration in two (2) separate resolutions as below:
- (a) Resolution 2 on payment of Directors’ fees in respect of the year ended 30 June 2023; and

(b) Resolution 3 on payment of Directors’ benefits from 1 July 2023 to the next AGM in 2024.
- The proposed Ordinary Resolution 2 is to obtain shareholders’ approval for the payment of Directors’ fees for a sum of Ringgit Malaysia Thirty Thousand (RM30,000) only to the Non-executive Directors for the financial year ended 30 June 2023 as required under Article 109 of the Company’s Constitution as per chart below:-
- Directors’ Fee
- | Name of Director   | Servicing Period          | Amount      |
|--|---------------------------|-------------|
| Mr. Koay Wooi Seong  | 1 July 2022 – 30 Jun 2023 | RM10,000-00 |
| Mr. Khaw Eng Peng  | 1 July 2022 – 30 Jun 2023 | RM10,000-00 |
| Puan Sharifah Faridah Binti Dato’ Syed Mahadzar Jamalulill | 1 July 2022 – 30 Jun 2023 | RM10,000-00 |
- The proposed Ordinary Resolution 3 is to seek the shareholders’ approval for the payment of Directors’ fees and/or benefits payable to the Non-executive Directors up to an amount of RM100,000.00 for the period commencing from financial year ending 2024 until the next AGM of the Company to be paid out quarterly to eligible Non-executive Directors for meetings to be held during the period herein before mentioned based on the Board size and on the assumption that all Directors will hold their office until the date of next AGM.
- 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 the shortfall.
- Resolution 4 and Resolution 5
- The proposed Ordinary Resolutions 4 and 5, if passed, will allow the named Directors to be re-elected as the Directors of the Company.
- Article 100 of the Constitution provides that any Director so appointed shall hold office only until the next general meeting of the Company, and shall be eligible for re-election.
- Mr. Koay Zee Ee and Ms. Lee Kooi Hoon were appointed as Directors of the Company on 8 September 2023 and are due for retirement at this AGM under Article 100 of the Company’s Constitution and being eligible, has offered themselves for re-election at this AGM.
- The profiles of the Directors standing for re-election are set out in the Directors’ Profiles section under page 5 & 7 of the Annual Report 2023.
- Mr. Khaw Eng Peng, who have served on the Board of Kobay for 12 years since his appointment as Independent Director in year 2010, has decided not to seek for re-election. Hence, he will retain office until the close of the 29<sup>th</sup> AGM, and retires in accordance with Article 101 of the Company’s Constitution.
- Resolution 7
- A mandate was sought and approved by the members during the Twenty-Eighth (28<sup>th</sup>) AGM held on 30 November 2022 empowered the Board, pursuant to Section 75 and 76 of the Act, to issue and allot shares of not more than ten per cent (10%) of the total number of issued share of the Company at any given point in time.
- This mandate will provide flexibility to the Company for any possible fund raising exercises including but not limited to placing of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s) and such other application as the Directors may deem fit and in the best interest of the Company.
- The Directors wish to seek the approval from shareholders for the mandate at the forthcoming AGM and if the proposed Ordinary Resolution is passed, the Directors will be empowered to issue and allot shares in the Company at any time and for such purposes as the Directors consider would be in the interests of the Company up to an aggregate not exceeding 10% of the Company’s total number of issued shares (of which is not inter-conditional with the other corporate exercise carried out by the Group) without the need to convene separate general meetings to obtain its shareholders’ approval so as to avoid incurring additional cost and time. This authority unless revoked or varied at the general meeting, will expire at the next AGM.
- Resolution 8
- The proposed Ordinary Resolution under item 8 is of renewal and if passed, will allow the Company to purchase up to ten per cent (10%) of the total number of issued share of the Company, excluding treasury shares retained by the Company at any given point in time. This authority unless revoked or varied at the general meeting, will expire at the next AGM. The details of this proposal are set out in the Share Buy-Back Statement to Shareholders dated 31 October 2023.
- Resolution 9
- Pursuant to Paragraph 10.09(1) of the Bursa Malaysia Securities Berhad’s Listing Requirements, the listed issuer shall seek for shareholders’ mandate to enter into recurrent related parties’ transactions (RRPTs) of a revenue or trading nature and in the ordinary course of business which are necessary for day-to-day operations. The Group wish to renew its current RRPTs mandate for which the details are set out in 2.4 of Part B of the Circular to Shareholders (herein collectively referred to as “Proposed Shareholders’ Mandate”).
- The proposed Ordinary Resolution under item 9, if passed, will allow the Group to enter into recurrent related parties’ transactions of a revenue or trading nature and in the ordinary course of business which are necessary for day-to-day operations and unless this authority be revoked or varied at the general meeting else the said approval will be lapsed at the next AGM.