



**K-ONE TECHNOLOGY BERHAD**  
[Registration No.: 200101004001 (539757-K)]  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth Annual General Meeting (“24<sup>th</sup> AGM”) of the Company will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Wednesday, 28 May 2025 at 9.00 a.m., for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS**

- |    |   |  |
|----|---|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors’ and Auditors’ Reports thereon.   | <i>Please refer to<br/>Explanatory Note 1</i>                  |
| 2. | To approve the payment of Directors’ fees to the Non-Executive Directors of up to RM240,000 from 28 May 2025 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service. | <i>Ordinary<br/>Resolution 1</i>                               |
| 3. | To approve the payment of Directors’ allowances to the Non-Executive Directors of up to RM20,000 from 28 May 2025 until the next Annual General Meeting of the Company.   | <i>Ordinary<br/>Resolution 2</i>                               |
| 4. | To re-elect the following Directors who retire by rotation in accordance with Clause 106 of the Company’s Constitution, and being eligible, offered themselves for re-election:-<br><br>(a) Mr. Bjorn Braten<br><br>(b) Mr. Ka Yen Chee | <i>Ordinary<br/>Resolution 3<br/>Ordinary<br/>Resolution 4</i> |
| 5. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company’s Auditors for the ensuing financial year and to authorise the Directors to fix their remuneration.   | <i>Ordinary<br/>Resolution 5</i>                               |

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolution:

- |    |   |                                  |
|----|---|----------------------------------|
| 6. | <b>Renewal of Authority for Directors to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</b><br><br>“THAT subject always to the Companies Act 2016 (“Act”), Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities. | <i>Ordinary<br/>Resolution 6</i> |
|----|---|----------------------------------|

THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting (“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, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier.

AND THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

FURTHER THAT pursuant to Section 85 of the Act read together with Clause 51(1) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares in the Company pursuant to Sections 75 and 76 of the Act AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.”

**7. Retention of Independent Non-Executive Director based on application of Practice 5.3 of the Malaysian Code on Corporate Governance**

***Ordinary  
Resolution 7***

“THAT based on application of Practice 5.3 of the Malaysian Code on Corporate Governance, Ms. Anita Chew Cheng Im who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 11 April 2016, be and is retained as an Independent Non-Executive Director of the Company.”

8. To transact any other business of the Company of which due notice shall be given in accordance with the Company’s Constitution and the Companies Act 2016.

By Order of the Board

**K-ONE TECHNOLOGY BERHAD**

**LIM LI HEONG**

**(MAICSA 7054716) (SSM Practising Certificate No. 202008001981)**

**WONG MEE KIAT**

**(MAICSA 7058813) (SSM Practising Certificate No. 202008001958)**

*Company Secretaries*

Kuala Lumpur

29 April 2025

**Notes:**

1. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the 24<sup>th</sup> AGM.
2. A member shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.

3. 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Form of Proxy must be initialed by the member.
6. 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 24<sup>th</sup> AGM as his/her/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).
7. The appointment of proxy may be made in hard copy or in electronic form. The instrument appointing a proxy must be submitted in the following manners, at least twenty-four (24) hours before the time for holding the meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires the resolution set out in the Notice of 24<sup>th</sup> AGM to be voted by way of poll:-
  - (i) In hard copy form  
To be deposited at the Company’s Share Registrar’s office at Boardroom Share Registrars Sdn. Bhd., 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan; or
  - (ii) By electronic means  
Alternatively, the Form of Proxy may also be lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide, which can be downloaded from the Company’s website at [www.k-one.com/investor/](http://www.k-one.com/investor/) for further information; or
  - (iii) By email  
To be sent via e-mail to either:-
    - [khairul.iqam@boardroomlimited.com](mailto:khairul.iqam@boardroomlimited.com)
    - [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

## **EXPLANATORY NOTES TO THE AGENDA**

### **1. Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2024**

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

### **2. Ordinary Resolutions 3 and 4 - Re-election of Directors**

The Nomination Committee (“NC”) has considered the performance and contribution of the retiring Directors who stand for re-election, namely Mr. Bjorn Braten and Mr. Ka Yen Chee, and has also assessed their independence as Independent Non-Executive Director of the Company.

Both of them meet the fit and proper criteria. They possess the character, mix of skills, experience, expertise, integrity, competence and time to effectively discharge their role as Directors, and that they have provided independent, impartial and unbiased views in the Board’s discussions and decisions in ensuring the interest of the Company is protected. The Board values their contribution towards the growth of the Company.

Based on the above, the Board supports the recommendation of the NC for re-election of them as Directors and seeks the shareholders to vote in favour of these resolutions.

The profiles of Mr. Bjorn Braten and Mr. Ka Yen Chee and their interests in the securities of Company are set out in the Section of Directors' Profile and Analysis of Shareholdings of the Annual Report.

## **EXPLANATORY NOTES ON SPECIAL BUSINESS**

### **3. Ordinary Resolution 6 - Renewal of Authority for Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 6 is a renewal of the general mandate obtained from the shareholders at the last AGM held on 19 June 2024. This Resolution if passed, will empower the Directors of the Company from the date of the 24<sup>th</sup> AGM, to issue and allot new shares in the Company for such purposes as the Directors considered would be in the best interests of the Company up to an aggregate not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company without convening separate general meetings.

This authority unless revoked or varied at a general meeting will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purposes of funding current and/or investments, projects, working capital and/or acquisition, and repayment of borrowings as deemed necessary.

As at the date of this notice of meeting, no new shares have been issued pursuant to the general mandate granted at the last AGM of the Company.

### **4. Ordinary Resolution 7 - Retention of Independent Non-Executive Director based on application of Practice 5.3 of the Malaysian Code on Corporate Governance ("MCCG")**

The Board of Directors applied Practice 5.3 of the MCCG and seeks the shareholders' approval to continue retain Ms. Anita Chew Cheng Im, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years through a Two-tier Voting Process at this AGM.

The Nomination Committee has assessed the independence of Ms. Anita Chew Cheng Im as an Independent Director. To justify the retaining of the Independent Director, a rigorous review was undertaken to determine whether her independence has been impaired. The review focused not only on whether the Director's background and current activities qualify her as independent but also whether the Director can act independently of management.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purpose"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a results of the member's breach of warranty.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

### **1. Details of individuals who are standing for re-election at the 24<sup>th</sup> AGM**

No individual is seeking re-election as Director at the 24<sup>th</sup> AGM of the Company other than the retiring Directors, namely Mr. Bjorn Braten and Mr. Ka Yen Chee, who are seeking re-election.

The profiles of Mr. Bjorn Braten and Mr. Ka Yen Chee and their interests in the securities of the Company are set out in the Section of Directors' Profile and Analysis of Shareholdings of the Annual Report.

### **2. Renewal of Authority for Directors to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are provided under the Explanatory Notes on Special Business in the Notice of the 24<sup>th</sup> AGM.