



NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting (“23rd AGM”) of KOTRA INDUSTRIES BERHAD (“Company”) will be conducted as a virtual meeting at the following date, time and venue to transact the following businesses: -

Day and Date : Tuesday, 29 November 2022
 Time : 10.00 a.m.
 Broadcast Venue : Vertical Business Suite, Unit 35-01, Level 35, Tower A, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 Online Meeting Platform : <https://agm.digerati.com.my/kiib>

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 7)**
- To approve the payment of a final single-tier dividend of 16 sen per ordinary share for the financial year ended 30 June 2022. **(Ordinary Resolution 1)**
- To approve the payment of Directors’ fees amounting to RM420,000.00 from 30 November 2022 until the next AGM of the Company in year 2023. **(Ordinary Resolution 2)**
- To approve the payment of Directors’ benefits payable up to an amount of RM30,000.00 from 30 November 2022 until the next AGM of the Company in year 2023. **(Ordinary Resolution 3)**
- To re-elect the following Directors, who are retiring pursuant to Clause 118 of the Company’s Constitution, being eligible, have offered themselves for re-election: - **(Ordinary Resolution 4)**
 - Datuk Piong Teck Yen **(Ordinary Resolution 5)**
 - Piong Chee Kien **(Ordinary Resolution 6)**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions and Special Resolution:

- Ordinary Resolution Authority to Allot and Issue Shares pursuant to the Companies Act 2016** **(Ordinary Resolution 7)**
 “THAT, pursuant to Section 75 and 76 of Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Director may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.
AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.
AND FURTHER THAT pursuant to Section 85 of Companies Act 2016 to be read together with Clause 13 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares of the Company pursuant to Section 75 and 76 of the Companies Act 2016.”
- Ordinary Resolution Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)** **(Ordinary Resolution 8)**
 “THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary to enter into recurrent related party transactions of a revenue and trading nature with the Related Parties as specified in Section 2.5.2(a) of the Circular to Shareholders dated 28 October 2022, which are necessary for the day-to-day operations of the Company and/or its subsidiaries (“Group”), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the Related Parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders.
THAT the authority for the Proposed Shareholders’ Mandate shall continue to be in force until: -
 (i) the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
 (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 (iii) revoked or varied by resolution passed by the shareholders in a general meeting.
 whichever is earlier.
AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give full effect to the Proposed Shareholders’ Mandate.”
- Special Resolution Proposed Amendments to the Constitution of the Company (“Proposed Amendments”)** **(Special Resolution)**
 “THAT approval be and is hereby given to adopt the proposed amendments to the Constitution of the Company as set out in Appendix I despatched together with the Company’s Annual Report 2022.
AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations, and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”
- To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a final single-tier dividend of 16 sen per ordinary share in respect of the financial year ended 30 June 2022, if approved by the shareholders at the 23rd AGM of the Company, will be paid on 8 December 2022 to depositors who are registered in the Record of Depositors at the close of business on 1 December 2022.

A Depositor shall qualify for entitlement only in respect of: -

- shares transferred into the Depositor’s Securities Account before 4:30 p.m. on 1 December 2022 in respect of ordinary transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)
 Company Secretaries

Kuala Lumpur
 28 October 2022

Notes:

Virtual 23rd AGM

- The Meeting will be held as a virtual meeting at the Broadcast Venue. Members are advised to refer to the Administrative Guide for the 23rd AGM on the registration and voting process for the Meeting.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders or proxies should be physically present at the Broadcast Venue on the day of the 23rd AGM.

Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 November 2022 (“General Meeting Record of Depositors”) shall be eligible to attend, participate, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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 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 instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation’s common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Poll Administrator at 95, Jalan Dato Seno 26, Taman Dato Seno, Sentul, 51000 Kuala Lumpur or email to ir_kib@kotrapharma.com, not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.

Note:

- Audited Financial Statements for the financial year ended 30 June 2022**
 Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda Item is not put forward for voting.

Explanatory Notes to Ordinary and Special Business:

- Payment of Directors’ fees and benefits**
 The Board wishes to seek shareholders’ approval for the following payments to Directors at the 23rd AGM in two (2) separate resolutions as below:
 - Ordinary Resolution 2 on payment of Directors’ fees to the Directors of the Company amounting to RM420,000.00 for the period from 30 November 2022 until the next AGM of the Company in year 2023.

- Ordinary Resolution 3 of Directors’ benefits up to an amount of RM30,000.00 for the period from 30 November 2022 until the next AGM of the Company in year 2023. The proposed Directors’ benefits payable comprises the meeting allowance. The estimated amount of Directors’ benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committee meetings for the period commencing from 30 November 2022 until the next AGM of the Company in year 2023.

9. Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 23rd AGM, the Nomination Committee (“NC”), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and recommended Datuk Piong Teck Yen and Piong Chee Kien, for re-election as Directors pursuant to Clause 118 of the Constitution of the Company (“Retiring Directors”). The Board of Directors (“Board”) has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board recommended the same be tabled to the shareholders for approval at the forthcoming 23rd AGM of the Company under Ordinary Resolutions 4 and 5 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2022 of the Company. All the Retiring Directors have consented to their re-election, and abstained from deliberations and voting in relation to their individual re-election at the NC and Board Meetings, respectively.

10. Authority to Issue Shares pursuant to the Act

The Company had been granted a general mandate by its shareholders at the Twenty-Second AGM of the Company held on 26 November 2021 (“Previous Mandate”).

As at the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

The proposed Ordinary Resolution 7, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares for the purpose of funding Company’s current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

11. Proposed Shareholders’ Mandate

The proposed Ordinary Resolution 8 is intended to enable the Company and its affiliated companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company’s day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on arm’s length basis and on normal commercial terms and are not prejudicial to the shareholders on terms 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.
 Please refer to the Circular to Shareholders dated 28 October 2022 for further information.

12. Proposed Amendments to the Constitution of the Company

The proposed Special Resolution is intended to provide better clarity and consistency of the existing Constitution of the Company with the provisions of the Companies Act 2016 in relation to dividend declaration.



KOTRA

KOTRA INDUSTRIES BERHAD

[Registration No. 199901022732 (497632-P)]

(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE VIRTUAL TWENTY-THIRD
ANNUAL GENERAL MEETING (“23rd AGM”) OF KOTRA INDUSTRIES BERHAD (“Company”)**

Date	:	29 November 2022 (Tuesday)
Time	:	10.00 a.m.
Broadcast Venue	:	Vertical Business Suite, Unit 35-01, Level 35, Tower A, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

Mode of Meeting

1. The 23rd AGM of the Company will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities. This is in line with Practice 13.3 of the Malaysian Code on Corporate Governance 2021 which recommends listed companies to leverage technology to facilitate greater remote shareholders’ participation at general meetings and vote without being physically present at the venue.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the 23rd AGM. No members/proxies should be physically present at the Broadcast Venue on the day of the 23rd AGM.
3. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection of the participants. Therefore, please ensure that your connectivity for the duration of the 23rd AGM is maintained.

Entitlement to Attend and Vote

1. Only members whose names appear in the Record of Depositors on 23 November 2022 shall be eligible to virtually attend, participate, speak and vote at the 23rd AGM or appoint a proxy on his/her behalf.

Appointment of Proxy


1. The Form of Proxy must be deposited at the office of the Poll Administrator at 95, Jalan Dato Senu 26, Taman Dato Senu, Sentul, 51000 Kuala Lumpur, no later than Sunday, 27 November 2022 at 10.00 a.m. Alternatively, you may submit your Form of Proxy via email to ir_kib@kotrapharma.com.

Remote Participation and Voting

1. Members/proxies are to participate remotely at the 23rd AGM using RPV facilities provided by Digerati Technologies Sdn. Bhd.
2. The RPV facilities are available on <https://agm.digerati.com.my/kib>.
3. Please follow the procedures set out below to register, participate and vote remotely using the RPV facilities.

Procedures To Remote Participation and Voting Via RPV Facilities

Members who wish to participate the 23rd AGM remotely using RPV, must follow the following procedures:

Step	Action	Procedure
A	To register as a user at website: https://agm.digerati.com.my/kib 	<ul style="list-style-type: none">● Click 'Register' to sign up as new user.● Upload your identity documents.● Complete and submit your registration.● Verify your email to complete the registration.● You will be notified upon successful or rejected registration.● You may pose your question, if any, to the Chairman/Board using the website.● Within seven (7) days before the AGM, you will be notified with login credentials to join the meeting upon approval. <p>*Note: - Please check your spam box if you did not receive any email from us. - Registered user and proxy may skip this step. - Identity documents will be deleted after registration.</p>
B	To appoint proxy or corporate representative at the website (optional)	<ul style="list-style-type: none">● Login your registered account at the website.● Select "KIB 23rd AGM".● Fill up the information to appoint proxy.● Within seven (7) days before the AGM, you and your proxy will be notified upon approval or rejection of RPV.
C	On the day of 23rd AGM	<ul style="list-style-type: none">● Access to Broadcast and E-Poll Form using the website or through email links.● If you have any questions for the Chairman/Board, you may use the Q&A section to type your questions.● Submit your voting within a specific period once the Chairman announces that the voting is open.● Voting will be closed upon the expiry of the voting period.● Broadcast will be terminated upon the announcement of the poll result by the Chairman.

No door gifts/vouchers

There will be no distribution of door gifts/vouchers for the 23rd AGM.

No recording or photography

Please note that no recording or photography of the 23rd AGM proceedings is allowed.

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.
Tel No. : +6011-6338 8316
Email : support@digerati.com.my