



NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting (“**24th AGM**”) of KPower Berhad (formerly known as Kumpulan Powernet Berhad)(“**KPower**” or “**the Company**”) will be conducted on virtual basis through live streaming from the broadcast venue at Level 18, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur (“**Broadcast Venue**”) using the Remote Participation and Voting facilities provided by One Capital Market Services Sdn Bhd (“**One Capital**” or “**Poll Administrator**”) via <http://www.onecapital.com.my/> on **Tuesday, 14 December 2021 at 3.00 p.m.** to transact the following businesses:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of up to RM996,000.00 for the period from the conclusion of the 24th AGM until the next Annual General Meeting of the Company.
- To approve the payment of Directors’ benefits of up to RM474,332.00 for the period from the conclusion of the 24th AGM until the next Annual General Meeting of the Company.
- To approve the ratification of the payment of Directors’ benefits in relation to Group Hospitalisation and Surgical Care Takaful and Group Term Takaful of up to RM28,374.00 for the financial year ended 30 June 2021.
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company:-
 - Mustakim bin Mat Nun
 - Tan Yee Hou
- To re-appoint Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolutions:

7. Ordinary Resolution

Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“**Bursa Securities**”) Main Market Listing Requirements and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company.”

8. Ordinary Resolution

Proposed renewal of existing shareholders’ mandate and new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature

“THAT pursuant to Paragraph 10.09 of Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries (“**Group**”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Sections 2.2.2 and 2.2.3 of Part A of the Circular to Shareholders dated 29 October 2021 provided that such arrangements and/or transactions are necessary for the Group’s day-to-day operations are undertaken in the ordinary course of business at arm’s length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the “**Proposed Shareholders’ Mandate**”).

THAT the Proposed Shareholders’ Mandate shall continue to be in full force until:-

- the conclusion of the next Annual General Meeting (“**AGM**”) of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**the Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders’ Mandate.”

9. Ordinary Resolution

Proposed renewal of share buy-back authority for the purchase up to ten percent (10%) of the total number of issued shares of the Company

THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements (“**Listing Requirements**”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of issued shares in the Company (“**KPower Shares**”) purchased (“**Purchased KPower Shares**”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Renewal of Share Buy-Back Authority”).

AND THAT the authority to facilitate the Proposed Renewal of Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own KPower Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased KPower Shares until all the Purchased KPower Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel any or all of the Purchased KPower Shares;
- To retain any or all of the Purchased KPower Shares as treasury shares as defined in Section 127 of the Act;

And THAT the Directors of the Company be and are hereby authorised, at their discretion, where such Purchased KPower Shares are held as treasury shares as may be permitted by the Act:

- To distribute any or all of the Purchased KPower Shares as dividends to the shareholders of the Company;
- To resell any or all of the Purchased KPower Shares;
- To transfer any or all of the Purchased KPower Shares for the purposes of or under an employees’ share scheme which may be established by the Company and/or its subsidiaries in the future;
- To transfer any or all of the Purchased KPower Shares as purchase consideration for any acquisition that KPower might undertake in the future;
- To cancel any or all of the Purchased KPower Shares;
- To sell, transfer or otherwise use any or all of the Purchased KPower Shares for such other purposes as the Minister may by order prescribe; and/or
- To deal with the Purchased KPower Shares in any other manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.

- To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Wong Wai Foong (SSM P.C. No. 202008001472) (MAICSA 7001358)
Tan Hsiao Yuen (SSM P.C. No. 201908002342) (MAICSA 7056952)
Company Secretaries

Kuala Lumpur
29 October 2021

[Please refer to Explanatory Note 1 on Ordinary Business]

(Ordinary Resolution 1)
[Please refer to Explanatory Note 2 on Ordinary Business]

(Ordinary Resolution 2)
[Please refer to Explanatory Note 2 on Ordinary Business]

(Ordinary Resolution 3)
[Please refer to Explanatory Note 2 on Ordinary Business]

(Ordinary Resolution 4)
[Please refer to Explanatory Note 3 on Ordinary Business]

(Ordinary Resolution 5)
[Please refer to Explanatory Note 3 on Ordinary Business]

(Ordinary Resolution 6)

(Ordinary Resolution 7)

[Please refer to Explanatory Note 1 on Special Business]

(Ordinary Resolution 8)
[Please refer to Explanatory Note 2 on Special Business]

(Ordinary Resolution 9)
[Please refer to Explanatory Note 3 on Special Business]

Notes:-

1. IMPORTANT NOTICE

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.

Shareholders **WILL NOT BE ALLOWED** to attend the 24th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, participate (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the 24th AGM via Remote Participation and Voting facilities (“**RPV**”) provided by One Capital.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the 24th AGM in order to participate remotely via RPV.

- For the purpose of determining who shall be entitled to participate in this 24th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 7 December 2021**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 24th AGM via RPV.
- A member who is entitled to participate in this 24th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the 24th AGM via RPV.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate at the 24th AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via <http://www.onecapital.com.my/> or send an email to info@onecapital.com.my. Procedures for RPV can be found in the Administrative Guide for the 24th AGM.
- Members who appoint proxies to participate via RPV in the 24th AGM must ensure that the duly executed proxy forms are deposited in a hard copy to the Poll Administrator of the Company at Level 18, Plaza VADS, No. 1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur or by fax to 03 7732 7997 or email to info@onecapital.com.my not less than forty-eight (48) hours before the time appointed for holding the 24th AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Sunday, 12 December 2021 at 3.00 p.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator of the Company at Level 18, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 24th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Poll Administrator of the Company at Level 18, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Audited Financial Statements for the financial year ended 30 June 2021

This item is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

2. Ordinary Resolutions 1 to 3: Payment of Directors’ fees and benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors’ fees for the period from the conclusion of the 24th AGM until the next AGM of the Company, calculated based on the size of the current Board of Directors (“**Board**”) and expansion of Board Members.

The proposed Ordinary Resolution 2 for the Directors’ benefits such as meeting allowances payable to the Directors is calculated based on the current board size and the number of scheduled meetings for the period from the conclusion of the 24th AGM until the next AGM of the Company. It also includes Directors’ and Officer’s Liability Insurance, Group Hospitalisation and Surgical Care Takaful, Group Term Takaful and Keyman Policy.

In the event the proposed Directors’ fees and/or benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the under-provision.

The proposed Ordinary Resolution 3 is in relation to the ratification of the Group Hospitalisation and Surgical Care Takaful and Group Term Takaful which payment has been made during the financial year ended 30 June 2021.

3. Ordinary Resolutions 4 to 5: Re-election of Directors

Encik Mustakim bin Mat Nun and Mr Tan Yee Hou are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 24th AGM.

The Board has through the Nomination Committee (“**NC**”), considered the assessment of the said Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and commitment to effectively discharge their roles as Directors.

The Board has also through the NC assessed the independence of Mr Tan Yee Hou and satisfied that he has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.

The profiles of the Directors who are subject for re-election are set out in the Annual Report 2021.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution 7: Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Resolution 7 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above AGM, authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next 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, whichever is earlier.

This general mandate is a renewal of the last general mandate granted to the Directors at 23rd AGM held on 9 September 2020 and which will lapse at the conclusion of 24th AGM. The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

The Company had on 4 October 2021 issued and allotted a total of 90,466,129 new ordinary shares at RM0.68 per share under a private placement exercise (“**Private Placement**”) pursuant to the general mandate which was approved by the shareholders at the Company’s 23rd AGM held on 9 September 2020. The total proceeds raised from the Private Placement exercise and the status of utilisation are as follows:-

Utilisation purposes	Proposed utilisation	Actual utilisation	Balance	Expected utilisation timeframe
	(RM’000)	(RM’000)	(RM’000)	
Working Capital for the following projects:				Within 18 months
• 50 megawatt (“MW”) solar photovoltaic plant	19,685	10,186	9,500	Within 18 months
• Mini hydro power plants	24,607	6,626	17,981	Within 18 months
• Other up-coming projects and/or investment opportunities	16,117	-	16,117	Within 18 months
Expenses in relation to the Private Placement	1,107	1,107	-	Immediately
Total proceeds	61,517	17,919	43,598	-

2. Ordinary Resolution 8: Proposed renewal of existing shareholders’ mandate and new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 8, if passed, is primarily to renew its existing mandate and procure new mandate by authorising the Group to enter into recurrent related party transactions with the related parties which are necessary for the day-to-day operations of the Group and are made on an arm’s length basis, on normal commercial terms and transaction prices that are not more favourable to the related parties than those generally made available to the public and which are not detrimental to the interest of the minority shareholders.

Please refer to Part A of the Circular to Shareholders dated 29 October 2021 for further information.

3. Ordinary Resolution 9: Proposed renewal of share buy-back authority for the purchase up to ten percent (10%) of the total number of issued shares of the Company

The proposed Ordinary Resolution 9, if passed, will allow the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to ten per centum (10%) of the total number of issued shares of the Company.

Please refer to Part B of the Statement to Shareholders dated 29 October 2021 for further details.