

Notice of Second Annual General Meeting

As at 3 April 2025

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of Kucingko Berhad ("Kucingko" or "Company") will be held at the Corporate Office of Kucingko Berhad, H-G-03 & H-G-03A, Glomac Square, Jalan SS6/16A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 June 2025** at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
2. To approve the payment of Directors' fees to the Non-Executive Directors up to an aggregate amount of RM260,000 for the period from 27 June 2025 until the next Annual General Meeting of the Company to be held in 2026, to be paid monthly in arrears.
(Please refer to Explanatory Note 2) **Ordinary Resolution 1**
3. To approve the payment of Directors' benefits to the Non-Executive Directors up to an aggregate amount of RM60,000 for the period from 27 June 2025 until the next Annual General Meeting of the Company to be held in 2026.
(Please refer to Explanatory Note 2) **Ordinary Resolution 2**
4. To re-elect the following Directors who retire by rotation in accordance with Clause 96 of the Constitution of the Company, and being eligible, have offered themselves for re-election:-
 - (i) Mr. Puar Chin Jong **Ordinary Resolution 3**
 - (ii) Ms. Quah Bee Fong **Ordinary Resolution 4***(Please refer to Explanatory Note 3)*
5. To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** **Ordinary Resolution 6**

"THAT subject to the provision of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Kucingko Berhad ("Kucingko" or "Company") and/or its subsidiaries ("Kucingko Group") to enter into the recurrent related party transactions of a revenue and/or trading nature with the related parties as set out in the Circular to Shareholders of the Company dated 30 April 2025, which are necessary for the day-to-day operations of Kucingko Group within the ordinary course of business, 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 detrimental to the minority shareholders of the Company."

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THAT the authority for the Proposed New Shareholders' Mandate shall continue to be in full force until:-

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

whichever is the earlier.

AND THAT the Board of Directors be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed New Shareholders' Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities."

(Please refer to Explanatory Note 4)

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

LIM LI HEONG (MAICSA 7054716)

SSM Practising Certificate No. 202008001981

WONG MEE KIAT (MAICSA 7058813)

SSM Practising Certificate No. 202008001958

Company Secretaries

Kuala Lumpur

Date: 30 April 2025

NOTES:

1. *For the purpose of determining who shall be entitled to attend and vote at the Second Annual General Meeting ("2nd AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 June 2025. Only a member whose name appears in this Record of Depositors shall be entitled to attend and vote at the 2nd AGM or appoint proxy(ies) to attend and vote on his/her behalf.*
2. *A member of the Company who is entitled to attend and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*

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3. *A member of the Company who is entitled to attend and vote at 2nd AGM of the Company is entitled to appoint not more than 2 proxies to attend, participate, speak and vote instead of the member at the 2nd AGM. There shall be no restriction as to the qualifications of the proxy.*
4. *In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.*
5. *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 2 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
6. *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.*
7. *Where a member, an authorised nominee or an exempt authorised nominee appoints more than 1 proxy, the proportions of shareholdings to be represented by each proxy must be specified in the instrument of appointing the proxies. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
8. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney shall be deposited at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than 24 hours before the time for holding the meeting or any adjournment thereof.*
9. *Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 2nd AGM will be put to vote by way of poll.*

EXPLANATORY NOTES

1. Item 1 of the Agenda -Audited Financial Statements for the financial year ended 31 December 2024

Agenda Item No.1 is meant for discussion as the provision of Section 340(1)(a) of the Companies Act 2016 (“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.

2. Ordinary Resolutions 1 and 2 - Payment of Directors’ Fees and Benefits to Non-Executive Directors

Pursuant to Section 230(1) of the Act, 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.

Shareholders’ approval is hereby sought for the payment of Non-Executive Directors’ Fees of up to an aggregate amount of RM260,000 and Directors’ benefits of up to an aggregate amount of RM60,000 for the period from 27 June 2025 until the next Annual General Meeting of the Company.

Directors’ Fees

The payment of Directors’ fees for the Non-Executive Directors is based on the following fee structure:

Designation	Fees per annum per Director (RM)
Board Chairman	60,000
Non-Executive Director	50,000

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EXPLANATORY NOTES (CONT'D)

2. Ordinary Resolutions 1 and 2 - Payment of Directors' Fees and Benefits to Non-Executive Directors (CONT'D)

Directors' benefits

The proposed Directors' benefits payable comprises only meeting allowances payable to Non-executive Directors. In determining the estimated amount, the Board has considered various factors, including the current board size, the number of scheduled Board and Board Committees meetings for the period from 27 June 2025 until the next Annual General Meeting, the number of Non-Executive Directors involved in the meeting and the possibility of an additional Board or Board Committee meeting, if required, during the same period.

In the event that the proposed amount of Directors' fees and/or benefits is insufficient due to an enlarged Board size or an increased number of meetings, approval will be sought at the next Annual General Meeting for the shortfall.

Any Non-Executive Directors who are shareholders of the Company will abstain from voting on Ordinary Resolutions 1 and 2 concerning the Directors' fees and benefits of the Non-Executive Directors at the 2nd AGM.

3. Ordinary Resolutions 3 and 4 – Re-election of Directors

The following Directors of the Company are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM:

- (i) Mr. Puar Chin Jong
- (ii) Ms. Quah Bee Fong

The retiring Directors have no family relationship with any Director and/or major shareholder of the Company. They do not have any conflict of interest, potential conflict of interest or perceived conflict of interest, including interest in any business that is in competition with the Company or its subsidiaries. Their profiles are detailed in the Board of Directors' profile in the Annual Report 2024.

The Board of Directors, through the Nomination Committee ("NC"), has assessed the retiring Directors and is satisfied that they meet the criteria as prescribed under Rule 2.20A of the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), demonstrating the necessary character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors of the Company. Both Directors have also met the requirements of the fit and proper assessment.

The NC and Board have also conducted an assessment on the independence of the retiring Directors and confirm that they meet the independence criteria as prescribed under the Listing Requirements.

Both retiring Directors abstained from deliberations and decisions regarding their own re-election. Based on the NC's recommendation, the Board is satisfied with their performance and contributions and supports their re-election based on the justifications below:

Ordinary Resolution 3 – Re-election of Mr. Puar Chin Jong as Independent Non-Executive Director

Mr. Puar Chin Jong has a distinguished track record in corporate finance across various industries, including investment banking, property development, and financial services. As an Independent Non-Executive Director, he consistently demonstrates objectivity and independence in expressing his views and actively contributing to Board deliberations. His valuable oversight, professional insights, and financial acumen support informed and well-balanced decision-making. Mr. Puar has shown strong commitment to his role, dedicating significant time and effort while actively participating in all Board and Board Committee meetings. In his capacity as an Independent Non-Executive Director, Chairman of the Audit and Risk Management Committee, and a member of both the NC and Remuneration Committees, he has consistently exercised due care, diligence, and professionalism in discharging his responsibilities.

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EXPLANATORY NOTES (CONT'D)

3. Ordinary Resolutions 3 and 4 – Re-election of Directors (Cont'd)

Ordinary Resolution 4 – Re-election of Ms. Quah Bee Fong as Independent Non-Executive Director

Ms. Quah Bee Fong brings extensive experience in equity research and investment management. As an Independent Non-Executive Director, she consistently demonstrates objectivity and independence in expressing her views and actively contributing to Board deliberations. She has shown unwavering commitment to her role, dedicating significant time and effort while actively participating in all Board and Board Committee meetings, ensuring well-informed and balanced decision-making. In her capacity as an Independent Non-Executive Director, Chairman of the Remuneration Committee, and a member of the Audit and Risk Management Committee, NC, and Long-Term Incentive Plan Committee, Ms. Quah has consistently exercised due care, diligence, and professionalism in carrying out her duties.

4. Ordinary Resolution 6 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")

The proposed Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. For further information, please refer to the Circular to Shareholders dated 30 April 2025.

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 "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election (excluding directors standing for re-election) as Directors

There are no individuals who are standing for election as Directors at the Second Annual General Meeting of the Company.