

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE FORTY SEVENTH ("47<sup>TH</sup>") ANNUAL GENERAL MEETING ("AGM") OF KUMPULAN PERANGSANG SELANGOR BERHAD ("KPS BERHAD" OR "THE COMPANY") WILL BE CONDUCTED VIRTUALLY THROUGH LIVE STREAMING AND ONLINE VOTING VIA THE REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV") FACILITIES AT [HTTPS://INVESTOR.BOARDROOMLIMITED.COM](https://investor.boardroomlimited.com) FROM THE BROADCAST VENUE AT KPS BERHAD CORPORATE OFFICE, 17<sup>TH</sup> FLOOR, PLAZA PERANGSANG, PERSIARAN PERBANDARAN, 40000 SHAH ALAM, SELANGOR DARUL EHSAN ON MONDAY, 27 MAY 2024 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:

## ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve a single tier final dividend of 1 sen per share in respect of the financial year ended 31 December 2023. Please refer to Explanatory Note 2 (Ordinary Resolution 1)
3. To re-elect Ts. Saipolyazan bin Mat Yusop ("Ts. Saipolyazan") who retires pursuant to Clause 78 of the Company's Constitution and who being eligible offers himself for re-election. Please refer to Explanatory Note 3 (Ordinary Resolution 2)
4. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company's Constitution and who being eligible offer themselves for re-election:
  - a. Dato' Setia Haris bin Kasim ("Dato' Setia Haris") (Please refer to Explanatory Note 4 (Ordinary Resolution 3))
  - b. Sharmila Sekarajasekaran ("Sharmila") (Ordinary Resolution 4)
5. To approve the payment of Directors' Remuneration to the Directors up to an amount of RM1,798,700 for the period immediately after the 47<sup>th</sup> AGM until the next AGM of the Company. Please refer to Explanatory Note 5 (Ordinary Resolution 5)
6. To re-appoint Messrs BDO PLT ("BDO") as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. Please refer to Explanatory Note 6 (Ordinary Resolution 6)

## SPECIAL BUSINESS:

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

7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature with KPS Berhad and its Subsidiaries ("KPS Berhad Group"). Please refer to Explanatory Note 7 (Ordinary Resolution 7)

"THAT subject always to the provisions of the Companies Act 2016 ("CA2016") and pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), KPS Berhad Group be and is hereby authorised to enter into and give effect to the RRPT of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 23 April 2024 ("Related Parties") provided that such transactions and/or arrangements are:

- a. recurrent transactions of a revenue or trading nature;
- b. necessary for the day-to-day operations;

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- c. undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- d. not detrimental to the minority shareholders of the Company,  
("Proposed Shareholders' Mandate");

**AND THAT** such approval shall continue to be in force until:

- a. the conclusion of the next AGM of the Company following the AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at such AGM; or
- b. the expiration of the period within which the next AGM of the Company after that date is required to be held under Section 340(2) of the CA2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the CA2016); or
- c. revoked or varied by ordinary 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, deeds and things to give effect to the aforesaid Proposed Shareholders' Mandate and transactions contemplated under this resolution."

### ANY OTHER BUSINESS:

- 8. To transact any other business for which due notice has been given in accordance with the Constitution of the Company and the CA2016.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

**NOTICE IS ALSO HEREBY GIVEN** that a single tier final dividend of 1 sen per share, in respect of the financial year ended 31 December 2023 ("FY2023") if approved by shareholders at the 47<sup>th</sup> AGM, will be payable on 25 June 2024 to shareholders registered in the Records of Depositors at the close of business on 4 June 2024.

A depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.30 p.m. on 4 June 2024 in respect of ordinary shares.
- b. Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

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**By Order of the Board**  
**KUMPULAN PERANGSANG SELANGOR BERHAD**

### **SELFIA BINTI MUHAMMAD EFFENDI**

Company Secretary  
SSM PC No. 201908000999  
MAICSA 7046782

Shah Alam  
23 April 2024

### **Explanatory Notes on Ordinary and Special Businesses**

#### **1. Agenda Item No. 1 - Audited Financial Statements for the Financial Year Ended 31 December 2023**

The Agenda item is meant for discussion only. The provisions of Sections 248(2) and 340(1)(a) of the CA2016 only require the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by the Shareholders.

#### **2. Agenda Item No. 2 - Single-Tier Final Dividend**

With reference to Section 131 of the CA2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 26 March 2024, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval at the forthcoming 47<sup>th</sup> AGM.

#### **3. Agenda Item No. 3 - Re-election of Director (Ts. Saipolyazan) pursuant to Clause 78 of the Company's Constitution**

Clause 78 of the Company's Constitution provides amongst others, that the Board shall have the power to appoint any person to be a Director to fill a casual vacancy or as an additional Director to the existing Board, and that any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election.

Accordingly, Ts. Saipolyazan shall hold office until the conclusion of the 47<sup>th</sup> AGM and shall then be eligible for re-election pursuant to Clause 78 of the Company's Constitution.

Ts. Saipolyazan possesses over thirty (30) years of experience spanning both the public and private sectors, including roles in foreign-based entities in the Kingdom of Saudi Arabia ("KSA"). He has previously served as the Head of Country (KSA) for UEM Edgenta Berhad and as the Chief Executive Officer ("CEO") for Edgenta Arabia Limited, as well as the Head of Facility Management for Alborj Facility Management Ltd. During his time in UEM Edgenta Berhad, Ts. Saipolyazan also served as a Board member of UEM Mediserve Sdn Bhd.

Additionally, Ts. Saipolyazan has acquired expertise across various domains such as facilities management, asset management, infrastructure solutions, project management, planning & development and administration of zakat funds during his tenure as the former CEO of Lembaga Zakat Selangor.

He fulfils the Fit and Proper Criteria set out in the Directors' Fit and Proper Policy of the Company. His profile is set out in Chapter 8 - Leadership (Board of Directors Profile) of the KPS Berhad 2023 Integrated Annual Report ("2023IAR").

#### **4. Agenda Item No. 4 - Re-election of Directors who retire in accordance with Clause 76(3) of the Company's Constitution**

Clause 76(3) of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. In determining the number of Directors who are to retire by rotation at the 47<sup>th</sup> AGM, two (2) out of seven (7) Directors are to retire in accordance with Clause 76(3) of the Company's Constitution.

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The NRC has determined the eligibility of each of the Directors standing for re-election at the AGM based on the performance of the Directors, taking into account the results of their latest Annual Board Evaluation ("ABE") conducted by the Institute of Corporate Directors Malaysia ("ICDM"), which evaluates the competencies of a Director based on ICDM's Director Competency Framework as follows:

- i. The capacity of an Individual Director,
- ii. The Individual Director with the Board,
- iii. The Individual Director with the organisation, and
- iv. The Individual Director with the stakeholders.

Based on the recommendation of the NRC, the Board is satisfied with the performance, contributions and time commitment of the following Directors who retire by rotation in accordance with Clause 76(3) of the Company's Constitution and are eligible to stand for re-election based on the following justifications:

### **i. Re-election of Dato' Setia Haris as Chairman, Non-Independent Non-Executive Director**

Dato' Setia Haris was appointed to the Board of KPS Berhad as a Chairman and Non-Independent Non-Executive Director ("NINED") on 6 December 2021. Previously, he held positions as the Selangor State Financial Officer and presently serves as the Selangor State Secretary.

Dato' Setia Haris leads the Board with a demeanour characterised by formality, professionalism, and cohesion. He effectively fulfils various board duties, roles, and responsibilities, playing a crucial role in steering the Board.

In his capacity as Chairman, Dato' Setia Haris plays a key role in ensuring the effectiveness of the Board and actively promotes good corporate governance practices. He shapes the Board's agenda, particularly in matters reserved for consideration, exerting significant influence.

The ABE results for 2023 conducted by the ICDM reflect his commitment as Chairman to fostering a conducive environment for all members to express concerns. During meetings, he ensures ample time for robust discussions and actively listens to raised views.

With regard to his overall performance as Director of KPS Berhad, Dato' Setia Haris was rated as 'Mostly Competent', which falls under the highest band of the ICDM Performance Evaluation Rating Scale.

Adhering to Practice 1.4 of the Malaysian Code on Corporate Governance ("MCCG"), Dato' Setia Haris being the Chairman of the Board, refrains from serving as a member of any Board Committees ("BCs"). This deliberate decision contributes to maintaining proper checks and balances and ensures the Board's objective review of matters presented by the BCs. He fulfils the Fit and Proper Criteria set out in the Directors' Fit and Proper Policy of the Company.

### **ii. Re-election of Sharmila as Independent Non-Executive Director ("INED")**

The recommendation to re-elect Sharmila is based on her experience spanning more than twenty-six (26) years, with areas of expertise encompassing legal and regulatory requirements, compliance, governance, intellectual property, strategic planning, business strategy, and relationship management, all of which are aligned with the Company's Board Skills Matrix.

Currently, she serves as the Chairman of the Board Governance and Risk Committee ("BGRC") and holds membership in the Board Audit Committee ("BAC"), Nomination and Remuneration Committee (appointed on 26 March 2024) and Sustainability Board Committee (appointed on 26 March 2024).

Throughout the financial year 2023, she has consistently contributed to the positive development of KPS Berhad through her active involvement in Board and BCs meetings. Notably, she offers legal, compliance and corporate governance opinions on matters discussed during these meetings, effectively enhancing the Board's decision-making process and aiding in the achievement of the Company's strategic objectives.

Throughout the review period, Ms Sharmila has demonstrated unwavering commitment and dedication to her responsibilities as a Director of KPS Berhad. Despite holding directorships in another public listed company, she attended 100% of Board and BCs meetings held in 2023.

Based on the ABE results for 2023 conducted by ICDM, Sharmila's overall performance was rated as 'Mostly Competent', which falls under the highest band of the ICDM Performance Evaluation Rating Scale.

She fulfils the requirement of independence set out in the MMLR of Bursa Securities and prescribed criteria under the MCCG and meets the Fit & Proper Criteria set out in the Directors' Fit & Proper Policy of the Company.

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The above retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

The profiles of the retiring Directors above are set out in Chapter 8 - Leadership (Board of Directors Profile) of the 2023IAR.

### 5. Agenda Item No. 5 - Directors' Remuneration

Section 230(1) of the CA2016 provides, amongst others, that "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. In this respect, the shareholders' approval shall be sought at the 47<sup>th</sup> AGM on the Directors' remuneration under Ordinary Resolution 5 on payment of Directors' remuneration in respect of the period immediately after the 47<sup>th</sup> AGM to the next AGM of the Company ("Relevant Period").

The total amount of Director's remuneration payable to the Directors is estimated to be up to RM1,798,700 for the Relevant Period, which will take effect from 28 May 2024 subject to the shareholders' approval.

The proposed Directors' remuneration to the Directors is slightly higher than last year due to the following:

- i. The additional fee of RM12,000 per annum or RM1,000 per month for the Senior Independent Director ("SID") given the additional responsibilities such as:
  - Serves as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through normal channels of contact with the Chairman or Managing Director/Group Chief Executive Officer;
  - Serves as the principal conduit between the Independent Directors and the Chairman as and when necessary;
  - Consult and advise the Chairman as and when necessary regarding Board meeting schedules to ensure Independent Directors can perform their duties effectively with sufficient time for discussion of all agenda items; and
  - Chairing the Board Meeting in the absence of the Chairman.
- ii. Additional provision for medical coverage to accommodate the increase of insurance premium paid to the insurer reflecting higher medical utilisation.

Payment of Directors' remuneration to the Directors of the Company will be made by the Company on a monthly basis and/or as and when incurred, effective 28 May 2024.

### 6. Agenda Item No. 6 - Re-appointment of Auditors

The BAC at its meeting held on 22 March 2024, undertook an annual assessment of the suitability, objectivity and independence of the external auditors, BDO, in accordance with the External Auditors Assessment Policy which was approved by the Board in March 2017 and subsequently revised on 27 November 2023.

In its assessment, the BAC was satisfied with the suitability of BDO based on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to KPS Berhad Group. The BAC was also satisfied in its review that the provision of audit and non-audit services by BDO to the Company for the FYE2023 did not in any way impair their objectivity and independence as external auditors of the Company.

The Board at its meeting held on 26 March 2024 approved the BAC's recommendation for the shareholders' approval to be sought at the 47<sup>th</sup> AGM on the re-appointment of BDO as external auditors of the Company for the financial year ending 31 December 2024 under Resolution 6.

### 7. Agenda Item No. 7 - Proposed Renewal of Existing Shareholders' Mandate for RRPT of a Revenue or Trading Nature

The proposed Ordinary Resolution 7, if passed, is primarily to renew its existing shareholders' mandate ("Mandate") by authorising the Company and/or its subsidiaries ("KPS Berhad Group") to enter into recurrent transactions with the related parties which are necessary for the day-to-day operations of the KPS Berhad Group and are based on normal commercial terms and transaction prices that are not more favourable to the related parties than those generally made available to the public. The Mandate shall lapse at the conclusion of the next AGM unless the authority is renewed by a resolution passed at such general meeting.

For more details, please refer to the Circular to Shareholders dated 23 April 2024.

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### Notes:

#### 1. IMPORTANT NOTICE

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the CA2016**, which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 47<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") remotely at the 47<sup>th</sup> AGM via the RPEV facilities at <https://investor.boardroomlimited.com>

**Please follow the procedures in the Administrative Guide for Shareholders for the 47<sup>th</sup> AGM and read Notes (2) to (13) below to participate remotely via RPEV facilities.**

2. For the purpose of determining who shall be entitled to attend this 47<sup>th</sup> AGM via RPEV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as of 20 May 2024. Only members whose names appear on this Record of Depositors shall be entitled to attend this 47<sup>th</sup> AGM via RPEV facilities or appoint a proxy to attend, speak and vote on his/her/its behalf.
3. A member who is entitled to attend and vote at this 47<sup>th</sup> AGM via RPEV facilities is entitled to 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/her/its place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at the 47<sup>th</sup> AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 47<sup>th</sup> AGM via RPEV facilities.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. 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.
7. Where a member of the Company is an exempt authorised nominee who 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.
8. 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.
9. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. The appointment of a proxy may be made in hard copy form or by electronic form. If the appointment is made in hard copy form, the Proxy Form must be deposited with Boardroom Share Registrar Sdn Bhd ("Boardroom")'s Office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or alternatively, to submit your electronic Proxy Form via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time fixed for holding the meeting.
10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
11. The last date and time for lodging the proxy form is at 10.00 a.m on 25 May 2024.
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Boardroom's Office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or alternatively, to submit your electronic Proxy Form via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the 47<sup>th</sup> 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.

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13. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Boardroom's Office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or alternatively, submit your electronic Proxy Form via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. The certificate of appointment should be executed in the following manner:
- i. If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - ii. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - a. at least two (2) authorised officers, of whom one shall be a director; or
    - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

# Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Securities)

The following are Directors retiring pursuant to Clause 78 and Clause 76(3) of the Company's Constitution and standing for re-election (as per Ordinary Resolution 2, 3 and 4).

- i. Clause 78: Retirement after appointment to fill casual vacancy
  - a. Ts. Saipolyazan (Ordinary Resolution 2)
- ii. Clause 76(3): Retirement by rotation
  - a. Dato' Setia Haris (Ordinary Resolution 3)
  - b. Sharmila (Ordinary Resolution 4)

The profile of the above Directors is set out in Chapter 8 - Leadership (Board of Directors Profile) of the 2023IAR.

Sharmila does not have any conflict of interest or any family relationship with any other Directors and/or major shareholders of the Company.

Other than traffic offences, none of the Directors listed above have been convicted for any offences within the past five (5) years, nor have any of them been imposed any public sanction or penalty by any relevant regulatory bodies during the Financial Year under review.

Dato' Setia Haris was nominated as Chairman, Non-Independent Non-Executive Director, by Menteri Besar Selangor (Incorporated) ("MBI"). Darul Ehsan Investment Group Berhad ("DEIG") is a major shareholder of the Company with a direct shareholding of 57.88%. MBI is a holding company of DEIG.

Ts. Saipolyazan was nominated as Non-Independent Non-Executive Director of MBI. DEIG is a major shareholder of the Company with a direct shareholding of 57.88%. MBI is the holding company of DEIG.

The Directors listed above have met the Fit and Proper Criteria set out in the Directors' Fit and Proper Policy of the Company.