

THIS CIRCULAR TO SHAREHOLDERS OF KEY ASIC BERHAD (“KEY ASIC” OR OUR “COMPANY”) (“CIRCULAR”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. This Circular has been reviewed by TA Securities Holdings Berhad, being the Principal Adviser to our Company for the Proposed Share Capital Reduction (as defined herein).

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular (including the valuation certificate and report, if any), makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



KEY ASIC BERHAD

(Registration No. 200501024949 (707082-M))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED REDUCTION OF RM50,000,000 OF THE ISSUED SHARE CAPITAL OF KEY ASIC PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD

(Registration No.: 197301001467 (14948-M))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of our Company (“EGM”) will be conducted entirely through live streaming from the broadcast venue at Key ASIC’s head office at 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 18 November 2024 at 11.00 a.m. or at any adjournment thereof. The Notice of EGM, the Administrative Guide for the EGM and the Form of Proxy are enclosed in this Circular.

If you wish to appoint a proxy or proxies to attend and vote on your behalf at the EGM, you must complete and deposit the Form of Proxy in accordance with the instructions thereon so as to arrive at the office of our Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof.

The completion and lodging of the Form of Proxy will not preclude you from attending and voting at the virtual EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last date and time for lodging the Form of Proxy : Saturday, 16 November 2024 at 11.00 a.m.

Date and time of the EGM : Monday, 18 November 2024 at 11.00 a.m.

This Circular is dated 25 October 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	: Companies Act 2016, as amended from time to time and including any re-enactment thereof
Announcement	: The announcement of the Proposed Share Capital Reduction dated 10 October 2024
Board	: Board of Directors of Key ASIC
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	: This circular to the shareholders of our Company in relation to the Proposed Share Capital Reduction
Director(s)	: A person defined in Section 2(1) of the Capital Markets and Services Act 2007 and for purposes of the Proposed Share Capital Reduction, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of our Company, our subsidiaries or holding company
EGM	: Extraordinary general meeting of our Company
EPS	: Earnings per share
ESOS	: Our Company's employees' share option scheme of up to 15% of the total number of issued Shares (excluding any treasury shares) at any point in time during the tenure of the scheme for the eligible Directors and employees of Key ASIC Group (excluding dormant subsidiaries, if any), which took effect on 7 July 2022 and will be expiring on 6 July 2027, unless otherwise extended
ESOS Options	: Options granted or to be granted under the ESOS, as the case may be
FYE	: Financial year ended / ending, as the case may be
Key ASIC or our Company	: Key ASIC Berhad (200501024949 (707082-M))
Key ASIC Group or our Group	: Collectively, our Company and our subsidiaries
Key ASIC Shares or Shares	: Ordinary shares in our Company
LAT	: Loss after taxation
LBT	: Loss before taxation
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 1 October 2024, being the latest practicable date prior to the printing of this Circular
LPS	: Loss per Share
NA	: Net assets
Proposed Share Capital Reduction	: Proposed reduction of RM50,000,000 of the issued share capital of Key ASIC pursuant to Section 117 of the Act

DEFINITIONS (*Cont'd*)

Registrar : Registrar of Companies

RM and sen : Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia

TA Securities or the Principal Adviser : TA Securities Holdings Berhad (197301001467 (14948-M)), being the Principal Adviser to our Company for the Proposed Share Capital Reduction

All references to “we”, “us” and “our” are made to our Company, or where the context requires to include our subsidiaries, are made to our Group. All references to “you” in this Circular are made to the shareholders of our company.

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysia time, unless otherwise stated. Any discrepancies in the tables included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company’s plans and objectives will be achieved.

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EXECUTIVE SUMMARY

This Executive Summary only highlights the key information from other parts of this Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

Summary of the Proposed Share Capital Reduction	
Details	<p>Reduction of our Company's issued share capital pursuant to Section 117 of the Act via the cancellation of our Company's paid-up share capital of RM50,000,000 which will be used to set-off against the accumulated losses of our Company, while the remaining balance will be credited to the retained earnings of our Company.</p> <p>Please refer to Section 2 of this Circular for further information.</p>
Rationale	<ul style="list-style-type: none">• Eliminate our Company's accumulated losses via cancellation of our issued share capital and enhance our Company's ability to declare and pay dividends out of our retained earnings in the future, as and when appropriate and when our Company returns to profitability.• Enhance our Group's credibility with our customers, financiers, suppliers and investors. <p>Please refer to Section 3 of this Circular for further information.</p>
Effects	<p>The Proposed Share Capital Reduction will:</p> <ul style="list-style-type: none">• reduce and cancel RM50,000,000 of the issued share capital but it will not have any effect on the total number of issued Shares;• not have any effect on the shareholdings of our Company's substantial shareholders;• not have any material effect on our Group's consolidated earnings and EPS for the FYE 31 May 2025; and• not reduce the NA due to the cancellation of the issued share capital and accumulated losses of our Company, and will not have material effects on the NA per Share and gearing of our Group. <p>Please refer to Section 4 of this Circular for further information.</p>
Approvals required	<p>The Proposed Share Capital Reduction is subject to the following approvals being obtained from:</p> <ul style="list-style-type: none">(a) the shareholders of our Company at the forthcoming EGM; and(b) any other relevant parties / authorities, if required.

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KEY ASIC BERHAD
(Registration No. 200501024949 (707082-M))
(Incorporated in Malaysia)

Registered Office

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

25 October 2024

Board of Directors

Eg Kah Yee (Executive Chairman, Chief Executive Officer)
Datuk Md Zubir Ansori Bin Yahaya (Independent Non-Executive Director)
Benny T. Hu @ Ting Wu Hu (Non-Independent Non-Executive Director)
Chen, Chia-Yin (Independent Non-Executive Director)
Prof. Low Teck Seng (Independent Non-Executive Director)

To: The shareholders of our Company

Dear Sir / Madam,

PROPOSED SHARE CAPITAL REDUCTION

1. INTRODUCTION

On 10 October 2024, TA Securities had, on behalf of our Board, announced that our Company proposes to undertake the Proposed Share Capital Reduction.

Further details of the Proposed Share Capital Reduction are set out in **Section 2** below.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION, TO SET OUT THE VIEWS AND RECOMMENDATION OF OUR BOARD ON THE PROPOSED SHARE CAPITAL REDUCTION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE CAPITAL REDUCTION AT THE FORTHCOMING EGM.

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2. DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction entails the reduction of our Company's issued share capital pursuant to Section 117 of the Act via the cancellation of our Company's issued share capital of RM50,000,000. The corresponding credit of RM50,000,000 arising from such cancellation will be used to set-off the accumulated losses of our Company, while the remaining balance will be credited to the retained earnings of our Company which shall be used in a manner to be determined by our Board at a later date and in the best interest of our Company, as permitted by our Company's constitution, the relevant and applicable laws as well as the Listing Requirements.

As at the LPD, our Company's issued share capital is RM69,629,337 comprising 1,398,061,250 Key ASIC Shares. Our Company does not have any treasury shares as at the LPD.

For illustrative purposes, the Proposed Share Capital Reduction shall have the following effects:

	(Audited) As at 31 May 2024	
	Company level	Group level
	(RM'000)	(RM'000)
Accumulated losses	(45,254)	(48,774)
Add: Credit arising from the Proposed Share Capital Reduction	50,000	50,000
Less: Estimated expenses for the Proposed Share Capital Reduction ⁽¹⁾	(150)	(150)
Resultant retained earnings	4,596	1,076

Note:

(1) *The breakdown of the estimated expenses for the Proposed Share Capital Reduction is as follows:*

Details	RM'000
Professional fees (including sales and services tax)	111
Authorities' fees	8
Expenses related to printing and despatch of this Circular, and convening the EGM as well as miscellaneous expenses (including sales and services tax)	31
Total	150

The summary and commentaries of the financial information of our Group for the past 3 audited FYEs 31 May 2022 to 31 May 2024 are set out in **Appendix I** of this Circular.

Subject to the approval of the Proposed Share Capital Reduction by the shareholders of our Company at the forthcoming EGM by way of a special resolution, our Company will send a notice to the Director General of the Inland Revenue Board of Malaysia and the Registrar within 7 days of the date of the special resolution for the Proposed Share Capital Reduction in accordance with Section 117(1)(a) of the Act. Pursuant to Section 117(4) of the Act, our Company need not meet the solvency requirements, as the Proposed Share Capital Reduction is undertaken solely by way of cancellation of the paid-up share capital which is lost or unrepresented by available assets.

If no application for cancellation of the special resolution is made under Section 118(2) of the Act for the Proposed Share Capital Reduction to take effect, our Company shall lodge with the Registrar after the end of 6 weeks, and before the end of 8 weeks, from the date of the special resolution, the relevant documents as prescribed in accordance with Section 119(1) of the Act. The Proposed Share Capital Reduction shall take effect when the Registrar has recorded the information lodged in the appropriate register in accordance with Section 119(3) of the Act.

Our Company will make an immediate announcement on Bursa Securities on the effective date of the Proposed Share Capital Reduction.

For the avoidance of doubt, the Proposed Share Capital Reduction will not result in:

(a) any adjustment to the share price of the Key ASIC Shares;

- (b) any change in the total number of Key ASIC Shares in issue or the number of Key ASIC Shares held by our Company's shareholders;
- (c) any payment to our Company's shareholders; and
- (d) any cash outflow or change in the NA of our Group, save for the estimated expenses to be incurred in relation to the Proposed Share Capital Reduction.

3. RATIONALE FOR THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction will enable our Company to eliminate our accumulated losses. Notwithstanding the reduction of the issued share capital of our Company pursuant to Section 116 of the Act which was completed on 18 February 2019, our Group's accumulated losses of RM48.77 million as at 31 May 2024 were mainly due to the losses incurred by our Group over the past 5 financial years. The surplus after the elimination of our Company's accumulated losses shall be credited to the retained earnings of our Company, which shall be used in such manners as our Board deems fit and as permitted by the relevant and applicable laws and the Listing Requirements.

It will also enhance our Company's ability to declare and pay dividends out of our retained earnings in the future, as and when appropriate and when our Company returns to profitability. For the avoidance of doubt, the aforementioned dividends can only be paid out from future profits generated by our Group, instead of from the retained earnings arising from the Proposed Share Capital Reduction. The elimination of the accumulated losses pursuant to the Proposed Share Capital Reduction will also enhance our Group's credibility with our customers, financiers, suppliers and investors.

4. EFFECTS OF THE PROPOSED SHARE CAPITAL REDUCTION

The effects of the Proposed Share Capital Reduction are illustrated based on the following scenarios:

"Minimum Scenario"	Assuming none of the outstanding ESOS Options granted under the ESOS are exercised into new Shares and there will not be any additional ESOS Options to be granted pursuant to the ESOS prior to the implementation of the Proposed Share Capital Reduction.
"Maximum Scenario"	Assuming the remaining number of ESOS Options allowed to be granted under the ESOS are all granted and exercised into new Shares and all of the outstanding ESOS Options granted are exercised into new Shares prior to the implementation of the Proposed Share Capital Reduction.

4.1 Share capital

The pro forma effects of the Proposed Share Capital Reduction on the issued share capital of our Company are illustrated as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM'000	No. of Shares	RM'000
Issued share capital as at the LPD	1,398,061,250	69,629	1,398,061,250	69,629
To be issued assuming full grant and exercise of the ESOS Options	-	-	174,759,100	9,700 ⁽¹⁾
To be cancelled pursuant to the Proposed Share Capital Reduction	1,398,061,250	69,629	1,572,820,350	79,329
	-	(50,000)	-	(50,000)
After the Proposed Share Capital Reduction	1,398,061,250	19,629	1,572,820,350	29,329

Note:

(1) *Assuming:*

- (a) *all 98,250,000 outstanding ESOS Options which have been granted on 7 October 2022 and yet to be exercised are fully exercised into 98,250,000 new Shares at the exercise price of RM0.0267 each;*
- (b) *all 75,400,000 outstanding ESOS Options which have been granted on 9 May 2024 and yet to be exercised are fully exercised into 75,400,000 new Shares at the exercise price of RM0.0431 each;*
- (c) *the remaining 1,109,100 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS are fully granted and exercised into 1,109,100 new Shares at an illustrative exercise price of RM0.041 each.*

For the avoidance of doubt, the impact of the granting of ESOS Options on the accumulated losses / retained earnings of our Group, which depends on, amongst others, the fair value of the ESOS Options at the point of granting, has not been taken into account in this illustration; and

- (d) *accounting for the reversal of the ESOS reserves.*

As detailed above, the amounts to be recognised in the share capital assuming full grant and exercise of the ESOS Options into new Shares are as follows:

	RM'000
(a) 98,250,000 outstanding ESOS Options which have been granted on 7 October 2022	2,623
(b) 75,400,000 outstanding ESOS Options which have been granted on 9 May 2024	3,250
(c) remaining 1,109,100 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS	45
(d) reversal of the ESOS reserves	3,782
Total	9,700

4.2 Substantial shareholders' shareholdings

The Proposed Share Capital Reduction will not have any effect on the shareholdings of our Company's substantial shareholders.

4.3 Earnings and EPS

The Proposed Share Capital Reduction will not have any material effect on our Group's consolidated earnings and EPS for the FYE 31 May 2025.

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4.4 NA attributable to owners of our Company and gearing

The pro forma effects of the Proposed Share Capital Reduction on the NA and gearing of our Group based on our audited consolidated financial statements as at 31 May 2024 are as follows:

Minimum Scenario

	(Audited) As at 31 May 2024 (RM'000)	After the Proposed Share Capital Reduction (RM'000)
Share capital	69,629	19,629
ESOS reserves	3,749	3,749
Foreign exchange reserve	(329)	(329)
Retained profits / (Accumulated losses)	(48,774)	1,076 ⁽¹⁾
Shareholders' funds / NA	24,275	24,125
No. of Shares in issue ('000)	1,398,061	1,398,061
NA per Share (RM)	0.02	0.02
Total borrowings (RM)	-	-
Gearing (times)	-	-

Note:

- (1) After setting off RM50,000,000 from our Company's accumulated losses due to the cancellation of our Company's issued share capital and deducting the estimated expenses of RM150,000 in relation to the Proposed Share Capital Reduction.

Maximum Scenario

	(Audited) As at 31 May 2024 (RM'000)	(I) Assuming full grant and exercise of the ESOS Options ⁽¹⁾ (RM'000)	(II) After (I) and the Proposed Share Capital Reduction (RM'000)
Share capital	69,629	79,329	29,329
ESOS reserves	3,749	-	-
Foreign exchange reserve	(329)	(329)	(329)
Retained profits / (Accumulated losses)	(48,774)	(48,774)	1,076 ⁽²⁾
Shareholders' funds / NA	24,275	30,226	30,076
No. of Shares in issue ('000)	1,398,061	1,572,820	1,572,820
NA per Share (RM)	0.02	0.02	0.02
Total borrowings (RM)	-	-	-
Gearing (times)	-	-	-

Notes:

- (1) Assuming:

- (a) all 98,250,000 outstanding ESOS Options which have been granted on 7 October 2022 and yet to be exercised are fully exercised into 98,250,000 new Shares at the exercise price of RM0.0267 each;

(b) *all 75,400,000 outstanding ESOS Options which have been granted on 9 May 2024 and yet to be exercised are fully exercised into 75,400,000 new Shares at the exercise price of RM0.0431 each;*

(c) *the remaining 1,109,100 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS are fully granted and exercised into 1,109,100 new Shares at an illustrative exercise price of RM0.041 each.*

For avoidance of doubt, the impact of the granting of ESOS Options on the accumulated losses / retained earnings of our Group, which depends on, amongst others, the fair value of the ESOS Options at the point of granting, has not been taken into account in this illustration; and

(d) *accounting for the reversal of the ESOS reserves.*

(2) *After setting off RM50,000,000 from our Company's accumulated losses due to the cancellation of our Company's issued share capital and deducting the estimated expenses of RM150,000 in relation to the Proposed Share Capital Reduction.*

4.5 Convertible securities

Save for the 173,650,000 outstanding ESOS Options granted by our Company, our Company does not have any other convertible securities in issue as at the LPD. The Proposed Share Capital Reduction will not result in any adjustment to the exercise price and/or the number of the outstanding ESOS Options.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted prices of Key ASIC Shares for the past 12 months up to September 2024 are as follows:

	Highest (RM)	Lowest (RM)
2023		
October	0.100	0.070
November	0.090	0.065
December	0.075	0.055
2024		
January	0.075	0.050
February	0.060	0.045
March	0.050	0.045
April	0.055	0.045
May	0.055	0.045
June	0.070	0.045
July	0.075	0.045
August	0.055	0.040
September	0.050	0.040

Source: Bloomberg

The last transacted market price of the Shares on 9 October 2024 (being the last trading date prior to the Announcement) was RM0.05 each.

The last transacted market price of the Shares on 30 September 2024 (being the last trading date prior to the LPD) was RM0.04 each.

6. APPROVALS REQUIRED

The Proposed Share Capital Reduction is subject to the following approvals being obtained from:

- (a) the shareholders of our Company at the forthcoming EGM; and
- (b) any other relevant parties / authorities, if required.

For the avoidance of doubt, the Proposed Share Capital Reduction is not subject to the approval of the High Court, as it is undertaken pursuant to Section 117 of the Act.

7. CONDITIONALITY OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction is not conditional upon any other corporate exercise undertaken or to be undertaken by our Company.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of our Directors, major shareholders, chief executive and/or persons connected with them has any interest, direct or indirect, in the Proposed Share Capital Reduction.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, after having considered all aspects of the Proposed Share Capital Reduction, including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction is in the best interests of our Company.

Accordingly, our Board recommends the shareholders to vote **IN FAVOUR** of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at the forthcoming EGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposed Share Capital Reduction is expected to be completed in the 1st quarter of 2025.

The tentative timeline for implementation of the Proposed Share Capital Reduction is as follows:

Tentative timing	Events
18 November 2024	EGM for the Proposed Share Capital Reduction
December 2024	Lodgement of documents with the Registrar for the Proposed Share Capital Reduction
January 2025	Effective date of the Proposed Share Capital Reduction

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11. EGM

The Notice of EGM, the Administrative Guide for the EGM and the Form of Proxy are enclosed in this Circular. The EGM will be conducted entirely through live streaming from the broadcast venue at Key ASIC's head office at 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 18 November 2024 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed Share Capital Reduction.

If you are unable to attend and vote remotely via the Remote Participation and Voting facilities provided at the forthcoming EGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must complete and deposit the Form of Proxy in accordance with the instructions thereon so as to arrive at the office of our Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof.

The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

You and your proxy/proxies WILL NOT BE ALLOWED to attend the EGM in person at the broadcast venue on the day of the EGM. Therefore, you are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by our Company. Please read the Administrative Guide for the EGM carefully and follow the procedures in the Administrative Guide in order to participate remotely.

12. FURTHER INFORMATION

You are advised to refer to the enclosed appendices for further information.

Yours faithfully,
For and on behalf of our Board
KEY ASIC BERHAD

Datuk Md Zubir Ansori Bin Yahaya
Independent Non-Executive Director

SUMMARY AND COMMENTARIES OF THE FINANCIAL INFORMATION OF OUR GROUP

A summary of the historical financial information of our Group for the audited FYEs 31 May 2022 to 31 May 2024 together with the commentaries are as follows:

	(Audited)		
	FYE 31 May 2022 (RM'000)	FYE 31 May 2023 (RM'000)	FYE 31 May 2024 (RM'000)
Revenue	13,587	20,816	22,928
LBT	(8,662)	(5,359)	(10,775)
LAT	(8,636)	(5,368)	(10,771)
Share capital	67,892	69,403	69,629
Shareholders' funds / NA attributable to the owners of our Company	34,890	33,081	24,275
Weighted average number of Shares in issue ('000)	1,319,196	1,343,024	1,359,222
NA per Share (RM)	0.03	0.02	0.02
Basic LPS (sen)	(0.65)	(0.40)	(0.79)
Current assets	28,105	30,473	23,841
Current liabilities	4,870	7,724	9,578
Current ratio (times)	5.77	3.95	2.49
Total borrowings	-	-	-
Gearing (times)	-	-	-

Commentaries:**(i) FYE 31 May 2023 vs FYE 31 May 2022**

Our Group's revenue for the FYE 31 May 2023 increased by RM7.23 million or 53.20% to RM20.82 million (FYE 31 May 2022: RM13.59 million) mainly due to higher revenue from non-recurring engineering services of RM15.70 million (FYE 31 May 2022: RM0.26 million).

Our Group's LAT for the FYE 31 May 2023 decreased by RM3.27 million or 37.85% to RM5.37 million (FYE 31 May 2022: RM8.64 million) mainly due to higher gross profit of RM7.33 million (FYE 31 May 2022: RM2.87 million) as a result of higher revenue recorded in FYE 31 May 2023 and net gain on reversal of impairment on trade receivables of RM0.66 million (FYE 31 May 2022: net loss of RM0.005 million). However, this was partially offset by higher other operating expenses of RM8.17 million (FYE 31 May 2022: RM6.48 million). The higher other operating expenses of RM8.17 million were mainly due to the increase in testing and analysis costs of RM0.89 million (FYE 31 May 2022: RM0.05 million), consultation fees payable for research and development of RM0.32 million (FYE 31 May 2022: nil) and increase in staff costs attributable to engineers of RM2.56 million (FYE 31 May 2022: RM2.49 million).

(ii) FYE 31 May 2024 vs FYE 31 May 2023

Our Group's revenue for the FYE 31 May 2024 increased by RM2.11 million or 10.13% to RM22.93 million (FYE 31 May 2023: RM20.82 million) mainly due to higher revenue from recurring engineering services of RM23.15 million (FYE 31 May 2023: RM10.31 million).

Our Group's LAT for the FYE 31 May 2024 increased by RM5.40 million or 100.56% to RM10.77 million (FYE 31 May 2023: RM5.37 million) mainly due to lower gross profit of RM4.97 million (FYE 31 May 2023: RM7.33 million) as a result of higher cost of sales recorded in FYE 31 May 2024 and higher other operating expenses of RM11.19 million (FYE 31 May 2023: RM8.17 million). The higher other operating expenses of RM11.19 million were mainly due to the increase in staff costs attributable to engineers of RM4.38 million (FYE 31 May 2023: RM2.56 million), testing and analysis costs of RM1.54 million (FYE 31 May 2023: RM0.89 million) and realised loss on foreign exchange of RM0.31 million (FYE 31 May 2023: nil).

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Principal Adviser to our Company for the Proposed Share Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities confirms that it is not aware of any circumstance that exists or is likely to exist which would give rise to a possible conflict of interest situation in its capacity as the Principal Adviser to our Company for the Proposed Share Capital Reduction.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of our Group and our Board is not aware of any proceedings pending or threatened, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the business or financial position of our Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection at our registered office at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, during normal business hours on Mondays to Fridays (except public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) the constitution of our Company;
- (ii) the audited consolidated financial statements of our Company for the past 3 FYEs 31 May 2022 to 31 May 2024; and
- (iii) the letter of consent and declaration of conflict of interest referred to in **Section 2** of this **Appendix II**.

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KEY ASIC BERHAD
(Registration No. 200501024949 (707082-M))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Key ASIC Berhad (“**Key ASIC**” or the “**Company**”) (“**EGM**”) will be conducted entirely through live streaming from the broadcast venue at Key ASIC’s head office at 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 18 November 2024 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF RM50,000,000 OF THE ISSUED SHARE CAPITAL OF KEY ASIC PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT subject to the approvals being obtained from all relevant parties and/or authorities (where applicable) pursuant to Section 117 of the Act, the Board of Directors of Key ASIC (“**Board**”) be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital by RM50,000,000 and for the credit arising from such cancellation to be used to set-off against the accumulated losses of the Company, while the remaining balance, will be credited to the retained earnings of the Company which shall be used in a manner to be determined by the Board at a later date and in the best interest of the Company, as permitted by the Company’s constitution, the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”);

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed Share Capital Reduction, with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Share Capital Reduction and to do all such things as the Board may consider necessary or expedient in the best interest of the Company.”

BY ORDER OF THE BOARD

LAU YEN HOON (SSM PC No. 202008002143) (MAICSA 7061368)
LEE SHIL TENG (SSM PC No. 202408000612) (MAICSA 7070507)
Company Secretaries

Kuala Lumpur
25 October 2024

Notes:

(i) IMPORTANT NOTICE FOR VIRTUAL MEETING

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Act, which requires the Chairperson of the EGM to be present at the main venue of the EGM.

Shareholders and their proxy/proxies **WILL NOT BE ALLOWED** to attend the EGM in person at the broadcast venue on the day of the EGM. Therefore, shareholders are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by the Company.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.

(ii) NOTES ON APPOINTMENT OF PROXY

1. For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at the EGM 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 place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the EGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM.
4. 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.
5. Where a member of the Company is an authorised nominee as defined under 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.
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 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.
8. The appointment of a proxy may be made in a hard copy form and submit to the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. All Forms of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof, at which the person named in the appointment proposes to vote.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof, 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.
10. For a corporate member who has appointed an authorised representative instead of a proxy to attend the EGM, please deposit the ORIGINAL certificate of appointment of authorised representative at the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.

The certificate of appointment of authorised representative should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under the common 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 of authorised representative 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 any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

11. Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
12. Last date and time for lodging the Form of Proxy is **Saturday, 16 November 2024 at 11.00 a.m.**



KEY ASIC BERHAD
Registration No. 200501024949 (707082-M)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF KEY ASIC BERHAD (“KEY ASIC” OR THE “COMPANY”)

Date : Monday, 18 November 2024
Time : 11.00 a.m.
Broadcast Venue : Key ASIC’s head office at 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia

The EGM of the Company will be conducted entirely **through live streaming and online remote voting** via Remote Participation and Voting facilities (“RPV”).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the EGM to be present at the main venue of the EGM. Shareholders and their proxy/proxies **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the EGM.

To attend the EGM remotely, all shareholders and proxies will have to register your request to participate with our Cisco Webex via the link

<https://keyasicagm.webex.com/weblink/register/r4bcdfb2d28a7c9a8bc9833940fbf9042>

latest by **Saturday, 16 November 2024 at 11.00 a.m.** Kindly refer to this Administrative Guide for more information on registration process or at <http://www.keyasic.com/ir/finance-report>.

We will continue to observe whether there are any new procedures, guidelines or measures that may affect the administration of the EGM as set out in this Administrative Guide and requiring material change to the proceedings of the EGM. Kindly check the Company’s website or announcements for the latest updates (if any) on the arrangement/administration of the EGM.

As part of our commitment to reduce paper usage, all documents related to the EGM are available on the Company’s website at <http://www.keyasic.com/ir/finance-report>.

We look forward to connecting with you via the RPV on the day of the EGM. Thank you for your continued support to the Company.

Should you require any assistance on the above, kindly contact us at 03-7664 3300 or egm@keyasic.com.

EG KAH YEE
Executive Chairman, Chief Executive Officer
25 October 2024

KEY ASIC BERHAD

Registration No. 200501024949 (707082-M)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

1. REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders who are entitled to attend (including posing questions to the Board of Directors of Key ASIC Berhad (“**Key ASIC**” or the “**Company**”) (“**Board**”) via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM using RPV provided by Key ASIC via its Cisco Webex will be provided with the meeting link via email upon the successful verification of the registration.

Shareholders who appoint proxy/proxies to participate via RPV in the EGM must ensure that the duly executed Forms of Proxy are deposited in a hard copy form to the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.

Corporate representatives of corporate members must deposit their original certificate of appointment of authorised representative at the office of the Company’s Share Registrar Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof to participate via RPV in the EGM.

Attorneys appointed by power of attorney are required to deposit their power of attorney at the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof to participate via RPV in the EGM.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at Cisco Webex at the following link:

<https://keyasicagm.webex.com/weblink/register/r4bcdffb2d28a7c9a8bc9833940fbf9042>

As the EGM is a virtual EGM, members who are unable to participate in the EGM are strongly encouraged to appoint the Chairman of the EGM as his/her proxy and indicate the voting instructions in the Form of Proxy.

2. PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the EGM remotely using the RPV are to follow the requirements and procedures as summarised below: -

	Procedure	Action
BEFORE THE EGM DAY		
(a)	Register as a user with Cisco Webex	<ul style="list-style-type: none">Using your computer, access the website at the following link: https://keyasicagm.webex.com/weblink/register/r4bcdffb2d28a7c9a8bc9833940fbf9042Register as a user by completing the registration form.You may register anytime but no later than 11.00 a.m. on 16 November 2024.
(b)	Submit your request	<ul style="list-style-type: none">Read and agree to the Terms & Conditions and confirm the Declaration.Review your registration and proceed to submit.System will send an e-mail to notify that your registration for remote participation is received and will be verified.After verification of your registration against the General Meeting Record of Depositors as at 12 November 2024, the system will send you an e-mail to approve (together with the meeting link) or reject your registration for remote participation.

KEY ASIC BERHAD

Registration No. 200501024949 (707082-M)

ADMINISTRATIVE GUIDE FOR THE EGM

ON THE DAY OF THE EGM		
(c)	Login to Cisco Webex	<ul style="list-style-type: none">• If you don't have Cisco Webex, please download before EGM start.• Click "Join Event" which was provided to you via e-mail any time from 10.45 a.m. The live streaming will commence at 11.00 a.m. on 18 November 2024.
(d)	Participate through Live Streaming	<ul style="list-style-type: none">• Click "Join Event" to engage in the proceedings of the EGM remotely.• If you have any question for the Chairman/Board, you may use the Q&A box to transmit your question. The Chairman/Board will try to respond to relevant questions submitted by remote participants during the EGM. If there is time constraint, the responses will be provided to you at the earliest possible, after the EGM.
(e)	Online Remote Voting	<ul style="list-style-type: none">• Member or Proxy may commence voting from 11.00 a.m. on Monday, 18 November 2024 until a time when the Chairman announces the completion of the voting session of the EGM.• Indicate your voting for the resolution that is tabled for voting.• Confirm and submit your votes.• Upon completion of the voting session for the EGM, the Scrutineer will verify the poll results, followed by the announcement by the Chairman of the poll results.
(f)	End of remote participation	<ul style="list-style-type: none">• Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to **Cisco Webex** on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call us at 03-7664 3300 or e-mail to egm@keyasic.com for assistance.

3. ENTITLEMENT TO ATTEND AND VOTE

Only a member whose name appears on the Record of Depositors as at 12 November 2024 shall be entitled to attend and vote or appoint proxy/proxies to attend and/or vote on his/her behalf in the EGM via RPV.

In view that the EGM will be conducted on a virtual basis, if you are unable to attend the meeting via RPV on 18 November 2024, you may appoint the Chairman of the EGM as proxy and indicate the voting instructions in the Form of Proxy.

If you wish to personally participate in the EGM, please do not submit any Form of Proxy. You will not be allowed to participate in the EGM together with a proxy appointed by you.

If you have submitted your Form of Proxy prior to the EGM and subsequently decide to personally participate in the EGM, please proceed to register yourself for RPV at Cisco Webex at the following link:

<https://keyasicagm.webex.com/weblink/register/r4bcdfb2d28a7c9a8bc9833940fbf9042>

The original Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof, otherwise the Form of Proxy shall not be treated as valid.

KEY ASIC BERHAD

Registration No. 200501024949 (707082-M)

ADMINISTRATIVE GUIDE FOR THE EGM

4. NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers.

5. RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the EGM is allowed.

6. PRIVACY NOTICE TO SHAREHOLDERS UNDER THE PERSONAL DATA PROTECTION ACT 2010 (PDPA)

Key ASIC Berhad (“Key ASIC” or “we” or “us” or “our”) strives to protect your personal data in accordance with the Personal Data Protection Act 2010 (the “Act”). The Act was enacted to regulate the processing of personal data to comply with the Act, we are required to manage the personal data that we collect from you relating to your shareholding in Key ASIC.

The purposes for which your personal data may be used are, including but not limited to:

- Internal record keeping, including but not limited to the registration and management of your shareholdings in Key ASIC
 - To provide services to you
 - To communicate with you as a shareholder/ proxy for a shareholder of Key ASIC
 - To better understand your needs as our shareholder
 - For security and fraud prevention purposes
 - For the purposes of statistical analysis of data
 - For marketing activities
 - For the purposes of our corporate governance
 - To send you event invitations based on selected events
 - To comply with any legal, statutory and/or regulatory requirements
 - For the purposes of inclusion in media engagements and/or any relevant or related events
 - For the purposes of us preparing guest invitations, registration and/or sign-ups for our events
 - For the purposes of printed and on-line publications
- (collectively, the “**Purposes**”)

Your personal data is or will be collected from information provided by you, including but not limited to, postal, facsimile, telephone, and e-mail communications with or from you, and information provided by third parties, including but not limited to, Bursa Malaysia Securities Berhad and any other stock exchange, and your stockbrokers and remisiers.

You may be required to supply us with your name, correspondence address, telephone number, facsimile number and email address.

If you fail to supply us with such personal data, we may not be able to process and/or disclose your personal data for any of the Purposes.

Please be informed that your personal data may be disclosed, disseminated and/or transferred to companies within the Key ASIC group of companies (including the holding company, subsidiaries, related and affiliated companies, both local and international), whether present or future (collectively, the “**Group**”) or to any third party organisations or persons for the purpose of fulfilling our obligations to you in respect of the Purposes and all such other purposes that are related to the Purposes and also in providing integrated services, maintaining and storing records including but not limited to the share registrar(s) appointed by us to manage the registration of shareholders.

The processing, disclosure, dissemination and/or transfer of your personal data by us and/or the Group and/or third party organisations or persons may result in your personal data being transferred outside of Malaysia.

KEY ASIC BERHAD

Registration No. 200501024949 (707082-M)

ADMINISTRATIVE GUIDE FOR THE EGM

To this end, we are committed to ensuring the confidentiality, protection, security and accuracy of your personal data made available to us. It is your obligation to ensure that all personal data submitted to us and retained by us are accurate, not misleading, updated and complete in all aspects. For the avoidance of doubt, we and/or the Group and/or our or their employees or authorised officers or agents will not be responsible for any personal data submitted by you to us that is inaccurate, misleading, not up to date and incomplete.

Further, we may request your assistance to procure the consent of third parties whose personal data is made available by you to us and you hereby agree to use your best endeavours to do so.

In addition, you may request for access to your personal data by contacting your broker or alternatively Tricor Investor & Issuing House Services Sdn Bhd as shown above if:

- you require access to and/or wish to make corrections to your personal data subject to compliance of such request for access or correction not being refused under the provisions of the Act and/or existing laws; or
- you wish to enquire about your personal data.

Any personal data retained by us shall be destroyed and/or deleted from our records and system in accordance with our retention policy in the event such data is no longer required for the said Purposes.

We trust that you will consent to the processing of your personal data and that you declare that you have read, understood and accepted the statements and terms herein.

7. ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Key ASIC Berhad

General Line : 03-7664 3300
Fax Number : 03-7664 3301
Email : egm@keyasic.com
Contact persons :

Name	Contact Details
Kate	Direct line: 03-7664 3300 Email Address: kate@keyasic.com
Wynne	Direct line: 03-7664 3300 (ext: 105) Email Address: wynne@keyasic.com

**KEY ASIC BERHAD**

(Registration No. 200501024949 (707082-M))

(Incorporated in Malaysia)

Form of Proxy

CDS Account No.	Number of ordinary shares

I/We _____ NRIC No./Passport No./Registration No. _____
(FULL NAME IN BLOCK LETTERS)of _____
(FULL ADDRESS)being member(s) of Key ASIC Berhad (the “**Company**”) hereby appoint:

Name of Proxy	NRIC/Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Address:			
Email:	Contact No.:		

*and/or

Name of Proxy	NRIC/Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Address:			
Email:	Contact No.:		

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote for *me/ us and on *my/ our behalf at the Extraordinary General Meeting of the Company (“**EGM**”) to be conducted entirely through live streaming from the Broadcast Venue held at Key ASIC’s head office at 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 18 November 2024 at 11.00 a.m. or at any adjournment thereof, and to vote as indicated below:

RESOLUTION	FOR	AGAINST
Special Resolution – Proposed Share Capital Reduction		

(Please indicate with an “X” in the spaces provided above as to how you wish your proxy to vote. If you do not do so, the proxy may vote or abstain from voting at his/ her discretion).

Dated this day of, 2024.

*Signature of Member(s)/ Common Seal

Contact No. : _____

* *Strike out whichever is not desired.*

* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

(i) IMPORTANT NOTICE FOR VIRTUAL MEETING

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairperson of the EGM to be present at the main venue of the EGM.

Shareholders and their proxy/proxies **WILL NOT BE ALLOWED** to attend the EGM in person at the broadcast venue on the day of the EGM. Therefore, shareholders are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by the Company.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.

(ii) NOTES ON APPOINTMENT OF PROXY

1. For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at the EGM 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 place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the EGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
5. Where a member of the Company is an authorised nominee as defined under 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.
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 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.
8. The appointment of a proxy may be made in a hard copy form and submit to the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. All Forms of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof, at which the person named in the appointment proposes to vote.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof, 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.

10. For a corporate member who has appointed an authorised representative instead of a proxy to attend the EGM, please deposit the ORIGINAL certificate of appointment of authorised representative at the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.

The certificate of appointment of authorised representative should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under the common 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 of authorised representative 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 any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
11. Please ensure ALL the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
 12. Last date and time for lodging this Form of Proxy is **Saturday, 16 November 2024 at 11.00 a.m.**



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AFFIX
STAMP

**THE SHARE REGISTRAR OF
KEY ASIC BERHAD**
(Registration No. 200501024949 (707082-M))
Unit 32-01, Level 32, Tower A, Vertical Business Suite
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia
Tel: 03- 2783 9299 Fax: 03-2783 9222

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