



KECK SENG (MALAYSIA) BERHAD

(Company No. 8157-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Forth (44th) Annual General Meeting of KECK SENG (MALAYSIA) BERHAD will be held at the Conference Room of Tanjong Puteri Golf Resort Berhad, Pasir Gudang, Johor Darul Takzim on Thursday, 26 June 2014 at 11.00 a.m. for the following purposes:

Agenda Ordinary Business	Resolution on Proxy Form	
1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.	Please refer to Explanatory Note 1	
2. To consider and, if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965 :		ii. disclosure is made in the annual report of the recurrent related party transactions conducted pursuant to the shareholders' mandate during the financial year in the manner required under the Listing Requirements and as set out in Part B Section 2.5 of the Circular dated 3 June 2014; and
(i) "That pursuant to Section 129(6) of the Companies Act, 1965, Tunku Osman Ahmad be and is hereby re-appointed Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."	Resolution 1	iii. that the shareholders' mandate shall continue in force until:-
(ii) "That pursuant to Section 129(6) of the Companies Act, 1965, Tengku Yunus Kamaruddin be and is hereby re-appointed Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."	Resolution 2	a. the date of the next annual general meeting of the Company at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
3. To re-elect the Directors retiring in accordance with Article 78 of the Articles of Association of the Company :		b. the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to section 143(1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965; or
(i) Mr. Ho Kian Cheong	Resolution 3	c. revoked or varied by resolution passed by the shareholders on general meeting; whichever is the earlier; and
(ii) Mr. Ng Yew Keng	Resolution 4	iv. the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
(iii) Mr. Chan Lui Ming Ivan	Resolution 5	11. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.
4. To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2013.	Resolution 6	
5. To declare a Single Tier Final Dividend of 6.5% in respect of the financial year ended 31 December 2013.	Resolution 7	
6. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Directors to fix their remuneration.	Resolution 8	
Special Business		
To consider and, if thought fit, to pass the following resolutions with or without modifications :		
7. ORDINARY RESOLUTION 1 CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS		
(i) Tengku Yunus Kamaruddin "THAT subject to passing of the resolution 2, approval be and is hereby given to Tengku Yunus Kamaruddin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."	Resolution 9	
(ii) Maj-Gen (R) Dato' Muhammad Bin Yunus "THAT approval be and is hereby given to Maj-Gen (R) Dato' Muhammad Bin Yunus who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."	Resolution 10	
8. ORDINARY RESOLUTION 2 AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965	Resolution 11	
"THAT subject always to the Companies Act, 1965 ("Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia") and any other governmental / regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Act to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next annual general meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia."	Resolution 12	
9. ORDINARY RESOLUTION 3 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR PROPOSED SHARE BUY-BACK		
"THAT subject always to the Companies Act, 1965 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the Company's Articles of Association and the approvals of any relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company ("Proposed Share Buy-Back") as may be determined by the Board from time to time on Bursa Malaysia Securities Berhad ("Bursa Malaysia") provided that the aggregate number of shares purchase and held as treasury shares pursuant to this resolution does not exceed 36,147,711 ordinary shares of RM1.00 each representing approximately ten percent (10%) of the total issued and paid-up share capital of the Company as at 5 May 2014 and an amount not exceeding the total retained earnings and share premium account amounting to RM1,045,682.00 and RM10,528,000.00 respectively based on the latest audited financial statements of the Company as at 31 December 2013, be allocated by the Company for the Proposed Share Buy-Back AND THAT the ordinary shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Malaysia and/or subsequently cancelled AND THAT the Board be and is hereby empowered generally to do all acts and things to give effect to the Proposed Share Buy-Back AND FURTHER THAT such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or at the expiration of the period within which the next annual general meeting after that date is required by law to be held; or revoked or varied by ordinary resolution passed by the shareholders in general meeting; whichever occurs first, but so as not to prejudice the completion of purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements or any other relevant authorities."	Resolution 13	
10. ORDINARY RESOLUTION 4 PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE		
"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Company shall be mandated to enter into with the related party the category of recurrent transactions of a revenue or trading nature as specified in Part B Section 2.5 of the Circular dated 3 June 2014 with Keck Seng Singapore Pte. Ltd. as specified in Part B Section 2.4 of the said Circular subject further to the following:-		i. the recurrent related party transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public and are made on an arm's length basis and on normal commercial terms and are not detrimental to the shareholders; and

**BY ORDER OF THE BOARD
KECK SENG (MALAYSIA) BERHAD**
WOO MIN FONG (F)
(MAICSA 0532413)
Company Secretary
Johor Bahru
3 June 2014

- Notes :**
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
 - Where a member of the Company or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 - Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account. It holds.
 - Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
 - The Proxy Form must be deposited with the Company Secretary at the Registered Office situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time set for the Meeting.
 - For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 54(2) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 18 June 2014 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

- Explanatory Notes :**
- Ordinary Business**
- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Special Business**
- Item 7 of the Agenda
Ordinary Resolution 1
Continuing In Office As Independent Non-Executive Directors**
Tengku Yunus Kamaruddin and Maj-Gen (R) Dato' Muhammad Bin Yunus who have served as Independent Non-Executive Directors ("INEDs") of the Company for a cumulative term of more than nine (9) years, to continue to serve as an INEDs based on the following rationale :
 - They had met the definition of an "Independent Director" as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
 - They are still physically fit and mentally alert.
 - Tengku Yunus Kamaruddin who is a qualified Accountant with many years of experience in audit works together with Maj-Gen (R) Dato' Muhammad Bin Yunus, their lengthy years with the Company make them very familiar with the Group's business operations which allow them to actively participate effectively during deliberations while exercising independent judgment and decision making at the Board of Directors and Committee Meetings notwithstanding their tenure.
 - They had performed their roles diligently and in the best interest of the Company and Shareholders as a whole.
 - Their knowledge, experience and networking have contributed to the good performance and sustainable growth of the Group.
 - Item 8 of the Agenda
Ordinary Resolution 2
Authority to Directors to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
The Company had, during its 43rd Annual General Meeting held on 27 June 2013, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. The Company did not issue any shares pursuant to this mandate obtained.
This Ordinary Resolution 2 proposed under Agenda 8 is for the purpose of granting a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The proposed resolution, if passed, will give flexibility to the Directors to issue new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.
 - Item 9 of the Agenda
Ordinary Resolution 3
Proposed Renewal of Shareholders' Mandate for Proposed Share Buy-Back**
The Ordinary Resolution 3 proposed in Agenda 9, if passed, will renew the mandate for the Company to buy back its own shares. The mandate shall continue to be in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal. Further information on this resolution is set out in Part A of the Circular to Shareholders dated 3 June 2014, which is sent out together with the Annual Report 2013 of the Company.
 - Item 10 of the Agenda
Ordinary Resolution 4
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The Ordinary Resolution 4 proposed in Agenda 10, if passed, will renew the mandate for the Company to enter into the categories of recurrent transactions of a revenue or trading nature with the related party as specified in Part B Section 2.5 of the Circular to Shareholders dated 3 June 2014, which is sent out together with the Company's Annual Report 2013. The mandate shall continue to be in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the Single Tier Final Dividend of 6.5% in respect of the financial year ended 31 December 2013, if approved at the forthcoming 44th Annual General Meeting of the Company, will be paid on **15 July 2014** to depositors registered in the Record of Depositors at the close of business on **1 July 2014**.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 1 July 2014 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.