



# KECK SENG (MALAYSIA) BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty-Six (46th) 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 Friday, 27 May 2016 at 11.00 a.m. for the following purposes:

Agenda	Resolution on Proxy Form	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."
<b>Ordinary Business</b>	Please refer to Explanatory Note 1	12. <b>SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY</b> Resolution 15
1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon.	Resolution 1	"THAT the proposed amendments to the Articles of Association of the Company as contained in "Appendix I" attached to the Annual Report be hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the proposed amendments to the Company's Articles of Association."
2. To consider and, if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:	Resolution 2	13. 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.
(i) "That pursuant to Section 129(6) of the Companies Act, 1965, Mr. Ho Kim Swee @ Ho Kian Guan 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	
(ii) "That pursuant to Section 129(6) of the Companies Act, 1965, YM 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 3	
(iii) "That pursuant to Section 129(6) of the Companies Act, 1965, Maj-Gen (R) Dato' Muhammad Bin Yunus 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 4	
3. To re-elect the following Directors who retire pursuant to Article 78 of the Company's Articles of Association :-	Resolution 5	
(i) Dato' Ho Cheng Chong @ Ho Kian Hock	Resolution 5	Company Secretaries
(ii) Mr. Ho Eng Chong @ Ho Kian Cheong	Resolution 6	Johor Bahru
4. To re-elect En. Mahathir Bin Mohamed Ismail who retires pursuant to Article 84 of the Company's Articles of Association.	Resolution 7	28 April 2016
5. To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2015.	Resolution 7	Notes:
6. To declare a Single Tier Final Dividend of 6% in respect of the financial year ended 31 December 2015.	Resolution 8	1. 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.
7. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2016 and to authorise the Directors to fix their remuneration.	Resolution 9	2. 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.
<b>Special Business</b>	Resolution 10	3. 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.
To consider and, if thought fit, to pass the following resolutions with or without modifications:	Resolution 11	4. 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.
8. <b>ORDINARY RESOLUTION 1 CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS</b>	Resolution 11	5. 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.
(i) YM Tengku Yunus Kamaruddin	Resolution 11	6. 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.
"THAT subject to passing of the resolution 2, approval be and is hereby given to YM 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 12	7. 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 19 May 2016 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.
(ii) Maj-Gen (R) Dato' Muhammad Bin Yunus	Resolution 12	
"THAT subject to passing of the resolution 3, 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 13	
9. <b>ORDINARY RESOLUTION 2 AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b>	Resolution 13	
"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 and quotation for the additional shares so issued on Bursa Malaysia."	Resolution 14	
10. <b>ORDINARY RESOLUTION 3 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR PROPOSED SHARE BUY-BACK</b>	Resolution 14	
"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 31 March 2016 and an amount not exceeding the total retained earnings and share premium account amounting to RM1,281,957,000 and RM10,528,000 respectively based on the latest audited financial statements of the Company as at 31 December 2015, 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 14	
11. <b>ORDINARY RESOLUTION 4 PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</b>	Resolution 14	
"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 28 April 2016 with Keck Seng Singapore Pte. Ltd. as specified in Part B Section 2.4 of the said Circular subject further to the following:-	Resolution 14	
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	Resolution 14	
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 28 April 2016; and	Resolution 14	
iii. that the shareholders' mandate shall continue in force until:-	Resolution 14	
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;	Resolution 14	
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	Resolution 14	
c. revoked or varied by resolution passed by the shareholders on general meeting; whichever is the earlier; and	Resolution 14	
iv. the Directors and/or any of them be and are hereby authorised to complete and do all such	Resolution 14	
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### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

**NOTICE IS ALSO HEREBY GIVEN** that the Single Tier Final Dividend of 6% in respect of the financial year ended 31 December 2015, if approved at the forthcoming 46th Annual General Meeting of the Company, will be paid on **1 July 2016** to depositors registered in the Record of Depositors at the close of business on **13 June 2016**.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 13 June 2016 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.