



誠成集團

K. SENG SENG CORPORATION BERHAD

(Company No.: 133427-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of the members of the Company will be held at Majestic III, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Resort City, 43300 Seri Kembangan, Selangor on Tuesday, 31 May 2016 at 11.00 a.m. for the following purposes :-

- AGENDA**
- AS ORDINARY BUSINESS**
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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Directors' and Auditors' Reports thereon. | Please refer to Note A. |
| 2. To approve the payment of a first and final single tier dividend of 0.80 sen per ordinary share for the financial year ended 31 December 2015. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the year ended 31 December 2015. | Resolution 2 |
| 4. To re-elect the following director retiring pursuant to Article 83 of the Company's Articles of Association and being eligible, has offered himself for re-election:
Tsen Ket Shung @ Kon Shung | Resolution 3 |
| 5. To re-elect the following directors retiring pursuant to Section 129 (6) of the Companies Act, 1965 :-
(i) Koh Seng Kar @ Koh Hai Sew
(ii) Zainal Rashid bin Haji Mohd Eusoff
(iii) Lim Ho Kin | Resolution 4
Resolution 5
Resolution 6 |
| 6. To re-appoint Messrs Baker Tilly AC as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

- AS SPECIAL BUSINESS**
- To consider, and if thought fit, to pass the following Resolution:-
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| 7. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue, new shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so issued." | Resolution 8 |
| 8. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Mandate be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Section 2.3.1 of the Circular to Shareholders dated 29 April 2016, provided that such transactions are in the ordinary course of business, on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and the RRPT are not to the detriment of the minority shareholders of the Company;
AND THAT such authority shall commence upon the passing of the resolution and to be in force until:-
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the shareholders' mandate will lapse, unless the authority is renewed by a resolution passed at the meeting;
(ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
(iii) revoked or varied by resolution passed by the shareholders in a general meeting;
whichever is the earlier.
THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate contemplated and/or authorised by the ordinary resolution." | Resolution 9 |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single tier dividend of 0.80 sen per ordinary share for the financial year ended 31 December 2015 will be paid on 30 June 2016 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 15 June 2016.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 15 June 2016 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)

Company Secretaries

Dated this: 29 April 2016

Kuala Lumpur

Notes

- This Agenda item is meant for discussion only as there is no provision in the Company's Articles of Association for a formal approval from shareholders and hence, is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 25 May 2016. Only a depositor whose name appears on the Record of Depositors as at 25 May 2016 shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply.
- Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
- The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- Explanatory Note To Ordinary Businesses**
Resolutions 4, 5 and 6
The proposed Resolutions 4, 5 and 6 required to be passed by a majority of not less than three-fourths of the members present at the meeting.
- Explanatory Note To Special Businesses**
Ordinary Resolution 8
The proposed Ordinary Resolution no. 8, if duly passed, will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of next Annual General Meeting of the Company.
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/ diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.
In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/ or acquisitions.
No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 21 May 2015.
- Ordinary Resolution 9**
The proposed Ordinary Resolution 9 proposed under item 8 of the Agenda if passed, will allow the Company and/or subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
Further information is set out in the Circular to Shareholders dated 29 April 2016 which is despatched together with the Company's Annual Report 2015.