



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-Second 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 Wednesday, 31 May 2017 at 11.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A.**
- To approve the payment of a first and final single tier dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2016. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and other benefits for the year ended 31 December 2016. **Ordinary Resolution 2**
- To re-elect the following directors retiring pursuant to Article 83 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
(i) Yap Siok Teng **Ordinary Resolution 3**
(ii) Lim Ho Kin **Ordinary Resolution 4**
- To appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company in place of the retiring auditors, Messrs. Baker Tilly AC, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 6**

"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Ordinary Resolution 7**

"THAT the Company and/or its subsidiaries ('the Group') be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ('Related Parties') as specified in Section 2.2.1 of the Circular to Shareholders dated 28 April 2017 ('Circular'), provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the Group's day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- not detrimental to the minority shareholders ('Recurrent Related Party Transactions ("RRPT") Mandate');

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate."

- PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY** **Special Resolution 1**

"THAT the Memorandum and Articles of Association of the Company be and are hereby amended in the manner as set out in Appendix I on page 113 of the Company's Annual Report 2016 to in line with the Companies Act 2016.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments to the Memorandum and Articles of Association of the Company."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single tier dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2016 will be paid on 30 June 2017 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 15 June 2017.

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 2017 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: 28 April 2017

Kuala Lumpur