

NOTICE OF MEETING

Notice is hereby given that the Forty-Sixth Annual General Meeting of Kuala Lumpur Kepong Berhad (“KLK” or “Company”) will be held at WEIL Hotel, Ballroom 1, Level 6, 292 Jalan Sultan Idris Shah, 30000 Ipoh, Perak, Malaysia on Tuesday, 19 February 2019 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the year ended 30 September 2018 and the Directors’ and Auditors’ reports thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Article 119 of the Company’s Constitution:
 - (i) Dato’ Yeoh Eng Khoon **(ORDINARY RESOLUTION 1)**
 - (ii) Quah Poh Keat **(ORDINARY RESOLUTION 2)**
3. To re-elect Lee Jia Zhang who retires in accordance with Article 123 of the Company’s Constitution. **(ORDINARY RESOLUTION 3)**
4. To approve Directors’ fees for the year ended 30 September 2018 amounting to RM1,970,258 (2017: RM1,686,109). **(ORDINARY RESOLUTION 4)**
5. To approve the payment of Directors’ benefits (other than Directors’ fees) to Non-Executive Directors for the period from the Forty-Sixth Annual General Meeting to the Forty-Seventh Annual General Meeting to be held in 2020. **(ORDINARY RESOLUTION 5)**
6. To appoint Messrs. BDO as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT and to authorise the Directors to fix the remuneration of Messrs. BDO. **(ORDINARY RESOLUTION 6)**

As Special Business

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

7. **PROPOSED RENEWAL OF AUTHORITY TO BUY BACK ITS OWN SHARES BY THE COMPANY** **(ORDINARY RESOLUTION 7)**

“THAT authority be given to the Company to buy back an aggregate number of shares in the Company (“Authority to Buy Back Shares”) as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that at the time of purchase, the aggregate number of shares which may be purchased and/or held by the Company as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company and that the maximum funds to be allocated for the Authority to Buy Back Shares shall not exceed the latest audited retained profits of the Company;

THAT the shares purchased by the Company pursuant to Authority to Buy Back Shares may be dealt with by the Directors in all or any of the following manner:

- (a) distribute the shares as share dividends to the shareholders; or
- (b) resell the shares or any of the shares on Bursa Malaysia Securities Berhad; or

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- (c) transfer the shares or any of the shares for the purposes of or under an employees' shares scheme; or
- (d) transfer the shares or any of the shares as purchase consideration; or
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as allowed by the Companies Act 2016.

AND THAT the Directors be and are hereby empowered to do all such acts and things to give full effect to the Authority to Buy Back Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Authority shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of a purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority."

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

(ORDINARY RESOLUTION 8)

"THAT approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Company's and/or its subsidiaries' day-to-day operations and 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 are not to the detriment of the minority shareholders as set out in the Annexure of Part B of the Company's Circular to Shareholders dated 31 December 2018 ("the Mandate");

AND THAT the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Mandate, with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT the Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting)."

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9. **PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY (“KLK SHARES”) IN RELATION TO THE DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW KLK SHARES (“DIVIDEND REINVESTMENT PLAN”)**

(ORDINARY RESOLUTION 9)

“THAT pursuant to the Dividend Reinvestment Plan (“DRP”) approved by the shareholders at the Annual General Meeting (“AGM”) held on 13 February 2018 and subject to the approval of the relevant authorities (if any), approval be and is hereby given to the Company to allot and issue such number of KLK Shares pursuant to the DRP until the conclusion of the next AGM, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said KLK Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price (“VWAMP”) of KLK Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.”

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

YAP MIOW KIEN

Company Secretary

Ipoh, Perak
Malaysia.

31 December 2018

Notes:

(1) Members Entitled to Attend

Only members whose names appear on the Register of Members or General Meeting Record of Depositors as at 11 February 2019 will be entitled to attend, speak and vote at the meeting.

(2) Appointment of Proxy

(a) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

(b) Where the proxy form is executed by a corporation, it must be either under its seal or under the hand of its officer or attorney duly authorised.

(c) If a member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.

(d) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), 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.

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- (e) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of Subsection 25A(1) of SICDA.
- (f) Where a member 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.
- (g) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed and authorised must be deposited at the Registered Office of the Company, Bangunan Mayban Trust Ipoh, Level 9, No. 28, Jalan Tun Sambanthan, 30000 Ipoh, Perak, Malaysia, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

(3) Voting by Poll

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.

(4) Explanatory Notes on Ordinary Businesses:

(i) Agenda 1 – Audited Financial Statements

This item is meant for discussion only as under section 340(1) of the Companies Act 2016, the Audited Financial Statements are to be laid at the Annual General Meeting and do not require a formal approval of the shareholders. Hence, this matter will not be put forward for voting.

(ii) Ordinary Resolution 4 - Payment of Directors' Fees to the Non-Executive Directors

Having considered that the Non-Executive Directors' fees had been held constant over the past three (3) years and the Board Committees' fees had remained unchanged for more than seven (7) years, the Board had, at its meeting held in November 2018, approved the Remuneration Committee's recommendation for a proposed revision to the fees in accordance with the remuneration structure as follows:

	BOARD (RM) PER ANNUM	AUDIT AND RISK COMMITTEE (RM) PER ANNUM	OTHER BOARD COMMITTEES (RM) PER ANNUM
Non-Executive Chairman	480,000	30,000	20,000
Non-Executive Director/Member	240,000	25,000	15,000

The payment of the Non-Executive Directors' fees in respect of the financial year ended 30 September 2018 will only be made if the proposed Ordinary Resolution 4 has been passed at the Forty-Sixth Annual General Meeting.

(iii) Ordinary Resolution 5 - Payment of Directors' Benefits (excluding Directors' Fees)

The Company is seeking shareholders' approval for the following payment of benefits to its Non-Executive Directors pursuant to section 230(1) of the Companies Act 2016 for the period from the Forty-Sixth Annual General Meeting to the Forty-Seventh Annual General Meeting to be held in 2020:

TYPE OF BENEFIT/ALLOWANCE	AMOUNT
Meeting Allowance (Board and Committees)	RM2,000 per meeting
Travelling (Overseas) Allowance	RM1,000 per day
Other Benefits	<ul style="list-style-type: none"> • Company car, petrol and driver • Business travel, medical, insurance coverage, and other claimables and reimbursables for the purpose of enabling the Directors to perform their duties

(iv) Ordinary Resolution 6 - Appointment of Auditors

The Company's existing Auditors, Messrs. KPMG PLT, have been the Auditors of the Company for more than forty (40) years. They were re-appointed as the Auditors of the Company at the Forty-Fifth Annual General Meeting of the Company held on 13 February 2018 to hold office until the conclusion of the forthcoming Annual General Meeting.

Ordinary Resolution 6 proposed under Item 6 of the Agenda, if passed, will effect the appointment of Messrs. BDO as the Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT. Messrs. BDO shall hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed between the Directors and the Auditors.

(5) Explanatory notes on Special Businesses:

(i) Ordinary Resolution 7 - Proposed Renewal of Authority to Buy Back Shares

Ordinary Resolution 7 proposed under Item 7 of the Agenda, if passed, will empower the Directors of the Company to buy back the Company's own shares through Bursa Malaysia Securities Berhad at any time within the time period stipulated by utilising the funds allocated out of the audited retained profits of the Company.

(ii) Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders' Mandate”)

Ordinary Resolution 8 proposed under Item 8 of the Agenda, if passed, will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business which are necessary for the Group's day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company.

The procurement of the Proposed Shareholders' Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential Recurrent Related Party Transactions arise.

(iii) Ordinary Resolution 9 - Proposed Renewal of Authority for Directors to Allot and Issue New KLK Shares in relation to the Dividend Reinvestment Plan

The Shareholders had, at the Forty-Fifth Annual General Meeting held on 13 February 2018, approved the authority for the Directors to allot and issue KLK Shares in relation to the Dividend Reinvestment Plan (“DRP”) and such authority will expire at the conclusion of this Annual General Meeting.

Ordinary Resolution 9 proposed under Item 9 of the Agenda, if passed, will give authority to the Directors to allot and issue KLK Shares pursuant to the DRP in respect of any dividends to be declared, and such authority shall expire at the conclusion of the next Annual General Meeting of the Company.

The authority given for Ordinary Resolutions 7, 8 and 9 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Further information on Ordinary Resolutions 7 and 8 is set out in the Circular to Shareholders of the Company dated 31 December 2018 which is despatched together with the Company's Annual Report 2018.