



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-Fourth 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, 21 May 2019 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 2018 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 0.5 sen per ordinary share for the financial year ended 31 December 2018. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees and benefits totalling RM173,700 for the financial year ended 31 December 2018. | Ordinary Resolution 2 |
| 4. To re-elect Tsen Ket Shung @ Kon Shung who retires in accordance with Article 83 of the Constitution of the Company and being eligible, has offered himself for re-election. | Ordinary Resolution 3 |
| 5. To re-elect Lim Ho Kin who retires in accordance with Article 83 of the Constitution of the Company and being eligible, has offered himself for re-election. | Ordinary Resolution 4 |
| 6. To appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors 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 :-

7. RETENTION OF INDEPENDENT DIRECTORS

To retain the following Directors who have served the Board for more than nine (9) years as Independent Non-Executive Directors of the Company subject to the passing of Ordinary Resolution 2:

7.1 Lim Ho Kin

7.2 Yap Siok Teng

7.3 Tuan Haji Zainal Rashid Bin Haji Mohd Eusoff

8. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT subject always to the Companies Act, 2016 ("the Act"), the Constitution 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 issue 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 at the time of submission to the authority 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."

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

"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 30 April 2019 ("Circular"), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) 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
- (iv) 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."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2018 will be paid on 12 June 2019 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 28 May 2019.

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 28 May 2019 in respect of ordinary transfers; and
- (b) 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: 30 April 2019

Kuala Lumpur

Ordinary Resolution 6
Ordinary Resolution 7
Ordinary Resolution 8
Ordinary Resolution 9

Ordinary Resolution 10