



**NOTICE OF 16<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Factory B, Lot 1863 and 1864, Jalan Kolej, 43300 Seri Kembangan, Selangor Darul Ehsan on Wednesday, 16 October 2019 at 10.00 a.m. for the following purposes:-

**AGENDA**

- To receive the Audited Financial Statements for the year ended 30 April 2019 together with the Directors' and Independent Auditors' Reports thereon. **Please refer to Note B on this Agenda**
- To approve the Aggregate Directors' fees and allowances of an amount not exceeding RM208,000 from 17 October 2019 until the next Annual General Meeting of the Company. **RESOLUTION 1**
- To approve a First and Final Single-Tier Dividend of 1.0 sen per ordinary share for the year ended 30 April 2019. **RESOLUTION 2**
- To re-elect the following Directors who are retiring in accordance with Article 79 of the Company's Articles of Association:-  
(a) Mr. Yap Toon Choy **RESOLUTION 3**  
(b) Mr. Gan Chee Tsong **RESOLUTION 4**
- To re-appoint Messrs. KPMG PLT, the retiring Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **RESOLUTION 5**

**6. SPECIAL BUSINESS:-**

To consider and, if thought fit, pass with or without modifications, the following Resolutions:-

**ORDINARY RESOLUTION NO. 1**

- AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **RESOLUTION 6**

"THAT pursuant to Sections, 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the Issued Shares of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."

**ORDINARY RESOLUTION NO. 2**

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH T.C. YAP HOLDINGS SDN. BHD. AND MR. YAP TOON CHOY** **RESOLUTION 7**

"THAT approval be and is hereby given to the Kein Hing International Berhad ("KHIB") Group to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with T.C. Yap Holdings Sdn. Bhd. and Mr. Yap Toon Choy, the Group Managing Director and Major Shareholder of KHIB as stated in section 2.3.3 of the Circular to Shareholders of the Company dated 28 August 2019 being necessary for the day-to-day operations of the KHIB Group, subject to the following:-

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
- the authority given shall continue to be in force until:-  
(a) the conclusion of the Seventeenth Annual General Meeting ("AGM") of the Company, at which time it will lapse unless, by a resolution passed at the Seventeenth AGM, the authority is renewed; or  
(b) the expiration of the period within which the Seventeenth AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; or  
(c) it is revoked or varied by resolution passed by the shareholders in general meeting.

whichever is earlier.  
THAT the Directors be and are hereby authorised to complete and do all such acts, deeds and things necessary to give effect to the transactions contemplated or authorised by this resolution."

**ORDINARY RESOLUTION NO. 3**

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH KAM LOONG MINING SDN. BHD.** **RESOLUTION 8**

"THAT approval be and is hereby given to the KHIB Group to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with Kam Loong Mining Sdn. Bhd., the Major Shareholder of KHIB as stated in section 2.3.3 of the Circular to Shareholders of the Company dated 28 August 2019, being necessary for the day-to-day operations of the KHIB Group, subject to the following:-

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and

- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
- the authority given shall continue to be in force until:-  
(a) the conclusion of the Seventeenth AGM of the Company, at which time it will lapse unless, by a resolution passed at the Seventeenth AGM, the authority is renewed; or  
(b) the expiration of the period within which the Seventeenth AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; or  
(c) it is revoked or varied by resolution passed by the shareholders in general meeting  
whichever is earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts, deeds and things necessary to give effect to the transactions contemplated or authorised by this resolution."

**ORDINARY RESOLUTION NO. 4**

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK** **RESOLUTION 9**

"THAT subject to the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or to hold up to ten percent (10%) of the issued Shares of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company are RM18,789,724 for the financial year ended 30 April 2019.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

**ORDINARY RESOLUTION NO. 5**

- AUTHORITY FOR MR. DARSAN SINGH A/L BALWANT SINGH TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **RESOLUTION 10**

"THAT authority be and is hereby given to Mr. Darsan Singh a/l Balwant Singh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2017."

**ORDINARY RESOLUTION NO. 6**

- AUTHORITY FOR MR. SWEE SOO MANG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **RESOLUTION 11**

"THAT authority be and is hereby given to Mr. Swee Soo Mang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2017."

**ORDINARY RESOLUTION NO. 7**

- AUTHORITY FOR MR. GAN CHEE TSONG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **RESOLUTION 12**

"THAT subject to the re-election of Mr. Gan Chee Tsong pursuant to Resolution 4, authority be and is hereby given to Mr. Gan Chee Tsong who has served as an 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 until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2017."

**7. SPECIAL RESOLUTION**

- PROPOSED NEW CONSTITUTION OF THE COMPANY** **RESOLUTION 13**

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

"THAT the existing Memorandum of Association and Articles of Association of the Company be and are hereby deleted in its entirety AND THAT the new Constitution of the Company as set out in the Circular to Shareholders dated 28 August 2019 accompanying the Company's Annual Report 2019 for the financial year ended 30 April 2019 be and is hereby adopted as the new Constitution of the Company AND FURTHER THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any 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 foregoing."

- To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS HEREBY GIVEN THAT** a First and Final Single-Tier Dividend of 1.0 sen per ordinary share in respect of the year ended 30 April 2019 amounting to RM1,089,000, if passed, shall be payable on 21 November 2019 to Depositors registered in the Record of Depositors at the close of business on 31 October 2019.

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

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 31 October 2019, in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board  
**KEIN HING INTERNATIONAL BERHAD**

**NG YIM KONG (LS0009297)**

Company Secretary

28 August 2019  
Selangor Darul Ehsan

Notes:-

**A. Appointment of Proxy**

- A member entitled to attend, speak and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend, speak and vote on his/her behalf. A Proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) Proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each Proxy.
- A Proxy may but need not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The completed instrument of proxy once deposited will not preclude the member from attending and voting in person at the Sixteenth Annual General Meeting should the Member subsequently wish to do so.
- The Form of Proxy shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The instrument appointing a Proxy must be deposited at the Registered Office of the Company at Lot 1863, Jalan Kolej, 43300 Seri Kembangan, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for the Meeting or at any adjournment thereof.
- A member who is not resident in Malaysia or Singapore may by cable or other telegraphic communication appoint a proxy/proxies to vote for him at the Sixteenth Annual General Meeting of the Company provided such cable or other telegraphic communication shall have been received at the Office not less than forty-eight (48) hours before the time for the holding of the Sixteenth Annual General Meeting or adjournment thereof.
- In respect of Deposited Securities, only Members whose names appear in the Record of Depositors on 9 October 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the Sixteenth Annual General Meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**B. Audited Financial Statements**

This agenda item is meant for discussion only as the provision of Sections 248 (2) and 340 (1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**Explanatory Notes on Special Business:-**

- Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Resolution 6 under item 6 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued Shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Fifteenth Annual General Meeting held on 18 October 2018. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment or projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company has not issue any shares pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolutions 7 and 8 under item 6 of the Agenda, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature provided that such transactions are in the ordinary course of business and undertaken at arm's length, on normal commercial terms of the Company and its subsidiaries which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders ("Proposed Renewal of Shareholders' Mandate").

The Proposed Renewal of Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and without adversely affecting the business opportunities available to the Company and its subsidiaries.

Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 28 August 2019 of the Company which is dispatched together with the Annual Report 2019 of the Company for the financial year ended 30 April 2019.

- Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

The Resolution 9 proposed under item 6 of the Agenda, is to seek the authority for the Company to purchase and/or hold up to 10% of the total issued Shares of the Company listed on Bursa Malaysia Securities Berhad. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders dated 28 August 2019 enclosed together with the Company's Annual Report 2019.

- Authority to continue to act as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2017**

Mr. Darsan Singh a/l Balwant Singh has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should continue to act as an Independent Non-Executive Director of the Company.

- Authority to continue to act as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2017**

Mr. Swee Soo Mang has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should continue to act as an Independent Non-Executive Director of the Company.

- Authority to continue to act as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2017**

Mr. Gan Chee Tsong has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Subject to the shareholders' approval of Resolution 4 above, the Board has recommended that he should continue to act as an Independent Non-Executive Director of the Company.

- Proposed New Constitution of the Company**

The Special Resolution, if passed, will amend the Constitution of the Company with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (details of which are set out in the Circular to Shareholders dated 28 August 2019 accompanying the Company's Annual Report 2019 for the financial year ended 30 April 2019).

**GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 55(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 October 2019. Only a depositor whose name appears on the Record of Depositors as at 9 October 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.