



KIM TECK CHEONG CONSOLIDATED BERHAD

(Company No: 1113927-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of Kim Teck Cheong Consolidated Berhad ("**KTC**" or "**Company**") will be held at Kim Teck Cheong Consolidated Berhad, Lot 73, Jalan Kilang SEDCO Light Industrial Estate Mile 5 ½, Jalan Tuaran 88450 Kota Kinabalu, Sabah, Malaysia on Monday, 9 December 2019 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To approve the following payments to Non-Executive Directors:
 - Directors' fees of RM253,500 for the financial year ended 30 June 2019; **Resolution 1**
 - Directors' fees of up to RM260,160 from 1 July 2019 up to the next Annual General Meeting of the Company to be held in 2020; and **Resolution 2**
 - Meeting allowance of RM40,000 from 1 July 2019 up to the next Annual General Meeting of the Company to be held in 2020. **Resolution 3**
- To re-elect the following Directors who retire by rotation pursuant to Article 85 of the Company's Articles of Association:
 - Y. Bhg. Datuk Lau Koh Sing @ Lau Kok Sing **Resolution 4**
 - Y. Bhg. Datuk Deleon Quadra @ Kamal Quadra **Resolution 5**
 - Mr. Lau Wei Dick @ Dexter Dick Lau **Resolution 6**
- To re-elect Y. Bhg. Dato' Mohd Ibrahim Bin Mohd Nor as the Director who retire by rotation pursuant to Article 92 of the Company's Articles of Association. **Resolution 7**
- To re-appoint Messrs. PKF Malaysia as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS:-

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

- ORDINARY RESOLUTION** **Resolution 9**
 - Authority for Directors to allot and issue shares pursuant to Section 76 of the Companies Act, 2016**

"**THAT** pursuant to Section 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors 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 issued and paid-up share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- SPECIAL RESOLUTION** **Resolution 10**
 - Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")**

"**THAT** the existing Memorandum and Articles of Association of the Company be revoked and that the new Constitution as set out in the Appendix A to Shareholders dated 31 October 2019 accompanying the Company's 2019 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.

AND THAT the Directors of the Company be authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Adoption of New Constitution with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

ANY OTHER BUSINESS:-

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

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Dated: 31 October 2019

Kuala Lumpur

NOTES:

- Item 1 of the Notice is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements and hence, is not put forward for voting.*
- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company.*
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**") as defined under the Securities Industry (Central Depositories) Act 1991, 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 Form of Proxy shall be signed by the appointer or his 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 and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited by hand at the Registered Office of the Company not less than 48 hours before the time set for the Meeting or any adjournment thereof.*
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 3 December 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*
- Explanatory Notes on Special Business**

Resolution 9 pursuant to Section 76 of the Companies Act, 2016
The proposed Ordinary Resolution 9 is intended to renew the authority granted to the Directors of the Company at the Fourth Annual General Meeting of the Company held on 30 November 2018 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.
The Company did not issue any share pursuant to a mandate granted to the Directors at the last Annual General Meeting held on 30 November 2018.
The general mandate for the issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment, working capital and/or acquisition(s).
- Resolution 10 - Proposed Adoption of new Constitution**
*The proposed Special Resolution, if passed, will align the Constitution of the Company with the Act, which came into force on 31 January 2017, the updated provisions of the Ace Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and AMLR. The proposed new Constitution is set out in the Appendix A to shareholders dated 31 October 2019 accompanying the Company's 2019 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.*