



KENANGA INVESTMENT BANK BERHAD
Company Registration No. 197301002193 (15678-H)
(Incorporated in Malaysia)

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth (46th) Annual General Meeting (“**AGM**”) of Kenanga Investment Bank Berhad (“**the Company**”) will be held at Kenanga Tower, 237, Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan, Malaysia (“**Broadcast Venue**”) on Thursday, 11 June 2020 at 11.00 a.m. through live streaming and online remote voting via the Remote Participation and Voting (“**RPV**”) Facilities which are available at Boardroom Share Registrars Sdn Bhd (“**Boardroom**”)’s Online website at <http://boardroomlimited.my/> to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the Financial Year Ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Clause 78 of the Company’s Constitution and being eligible, offer themselves for re-election:
 - 2.1 Izlan Izzah; **Ordinary Resolution 1**
 - 2.2 Datuk Syed Ahmad Alwee Alsree; and **Ordinary Resolution 2**
 - 2.3 Luigi Fortunato Ghirardello. **Ordinary Resolution 3**
3. To approve the payment of Directors’ fees totalling RM3,265,068.48 in respect of the Financial Year Ended 31 December 2019. **Ordinary Resolution 4**
4. To approve the payment of benefits payable to the Non-Executive Chairman, Non-Executive Deputy Chairman and Non-Executive Directors up to an amount of RM1,300,000.00 from 12 June 2020 until the next AGM of the Company. **Ordinary Resolution 5**
5. To re-appoint Messrs. Ernst & Young PLT as External Auditors of the Company for the Financial Year Ending 31 December 2020 and to authorise the Board of Directors to determine their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

6. **Authority to Directors to Issue Shares** **Ordinary Resolution 7**

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

“**THAT** subject always to the Companies Act 2016, the Company’s Constitution and approvals of the relevant governmental/ regulatory authorities, the Board of Directors be and is hereby authorised pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and the Board of Directors be and is also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

7. Proposed Renewal of Share Buy-Back Authority

Ordinary Resolution 8

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

“**THAT** subject to the provisions of the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/ or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“**Proposed Renewal of Share Buy-Back Authority**”) as may be determined by the Board of Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Board of Directors may deem fit in the interest of the Company, provided that:

- a. The aggregate number of shares to be purchased pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company and in compliance with the public shareholding spread requirements as stipulated in Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other requirements as may be determined by Bursa Malaysia Securities Berhad from time to time;
- b. The maximum funds to be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company’s latest audited retained profits of RM532,339,595 as at 31 December 2019;
- c. The authority conferred by this Resolution shall commence immediately upon the passing of this Ordinary Resolution and shall continue to be in force until:
 - i. the conclusion of the next AGM of the Company at which time it will lapse, unless by Ordinary Resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or
 - ii. the expiration of the period within which the next AGM after that date is required by law to be held; or
 - iii. revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first; but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or any other relevant authorities;

- d. Upon the purchase by the Company of its own shares, the Board of Directors be and is hereby authorised to:
 - i. cancel the shares so purchased;
 - ii. retain the shares so purchased as Treasury Shares;
 - iii. retain part of the shares so purchased as Treasury Shares and cancel the remainder;
 - iv. distribute the Treasury Shares as share dividends to shareholders;
 - v. resell the Treasury Shares or any of the said shares in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

- vi. transfer the Treasury Shares, or any of the said shares for the purposes of or under an employee's share scheme;
- vii. transfer the Treasury Shares, or any of the said shares as purchase consideration;
- viii. cancel the Treasury Shares or any of the said shares; or
- ix. sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

AND THAT the Board of Directors of the Company be and is hereby authorised to take all steps as are necessary or expedient to implement or to effect the Proposed Renewal of Share Buy-Back Authority with full power to assent to any condition, modification, variation and/ or amendment as may be imposed by the relevant authorities and to take all such steps as may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

- 8. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

NORLIZA ABD SAMAD

CCM PC No. 201908002139

MAICSA 7011089

Group Company Secretary

Kuala Lumpur

13 May 2020

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

Notes:

1. Proxy

- 1.1 As part of the measures to stem the spread of Coronavirus Disease 2019 (“COVID-19”), the Forty-Sixth (46th) AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPV Facilities which are available at Boardroom’s Online website at <http://boardroomlimited.my/>. Please follow the procedures provided in the Administrative Guide for the Forty-Sixth (46th) AGM in order to register, participate and vote remotely via the RPV Facilities.
- 1.2 The venue of the Forty-Sixth (46th) AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue in Malaysia. No Shareholders/ Proxy(ies) from the public will be physically present nor admitted at the Broadcast Venue on the day of the AGM.
- 1.3 For the purpose of determining a member who shall be entitled to attend this Forty-Sixth (46th) AGM, the Company shall be requesting Bursa Malaysia Depositors Sdn Bhd in accordance with Clause 60 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 5 June 2020. Only a member whose name appears in the Record of Depositors as at 5 June 2020 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend and/ or vote on his/ her behalf.
- 1.4 A member of the Company entitled to attend, participate, speak and vote at this AGM is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/ her place. There shall be no restriction as to the qualification of the proxy. Since the Forty-Sixth (46th) AGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Proxy Form. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a Proxy who is not the Chairman of the Meeting.
- 1.5 A member who is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 1.6 Where a member is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- 1.7 Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 1.8 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
- 1.9 Duly completed Proxy Form must be deposited at the office of the Company’s share registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Wednesday, 10 June 2020 at 11.00 a.m. Alternatively, you may choose to submit the proxy appointment electronically via Boardroom’s Online website at <http://boardroomlimited.my/> before the Proxy Form submission cut-off time as mentioned above. For further information on the electronic submission of Proxy Form, kindly refer to the procedures provided in the Administrative Guide.
- 1.10 Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Forty-Sixth (46th) AGM will be put to vote on a poll.

2. Audited Financial Statements for the Financial Year Ended 31 December 2019

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

3. Ordinary Resolutions 1 to 3 - Re-election of Directors who Retire in Accordance with Clause 78 of the Company's Constitution

Clause 78 of the Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. Pursuant thereto, three (3) Directors of the Company, namely Izlan Izhab, Datuk Syed Ahmad Alwee Alsree and Luigi Fortunato Ghirardello, shall retire in accordance with Clause 78 of the Company's Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Forty-Sixth (46th) AGM, the Board of Directors through its Group Nomination & Remuneration Committee had assessed each of the retiring Directors, and considered the following:

- a. The Director's performance and contribution based on the outcome of the performance evaluation conducted on the Board of Directors, Board Committees and Individual Directors;
- b. The Director's level of contribution to the Board of Directors deliberations through his skills, experience and strength in qualities; and
- c. The level of independence demonstrated by the Director, and his ability to act in the best interests of the Company in decision-making.

The profiles of Izlan Izhab, Datuk Syed Ahmad Alwee Alsree and Luigi Fortunato Ghirardello, can be found in the 2019 Annual Report of the Company.

4. Directors' Remuneration

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors agreed that the shareholders' approval shall be sought at the Forty-Sixth (46th) AGM on the Directors' remuneration in two (2) separate resolutions as follows:

- a. **Ordinary Resolution 4** on payment of Directors' fees in respect of the Financial Year Ended 31 December 2019; and
- b. **Ordinary Resolution 5** on payment of Directors' benefits from 12 June 2020 to the next AGM in 2021 ("**Current Period**").

5. Directors' Fees

The payment of the fees to the Non-Executive Chairman, Non-Executive Deputy Chairman and Non-Executive Directors ("**NEDs**") in respect of the Financial Year Ended 31 December 2019 will only be paid if the proposed **Ordinary Resolution 4** is passed at the Forty-Sixth (46th) AGM pursuant to Section 230(1)(b) of the Companies Act 2016.

6. Benefits Payable to the NEDs

- a. The benefits payable to the NEDs comprise the allowances and other emoluments payable to the Chairman, Deputy Chairman and members of the Board of Directors of the Company, the Board of Directors of subsidiaries and Board Committees.
- b. The current Directors' remuneration framework of the Company is as set out below.

Description	Chairman	Deputy Chairman	Board Members
Benefits (applicable to the Company only)	Golf club membership, leave passage, driver, vehicle, medical benefits and other claimable benefits	Golf club membership, car, medical benefits and other claimable benefits	Medical benefits
Type of Meeting Allowance (per meeting)	Chairman	NED/ Member	
Board of Directors	RM2,000	RM2,000	
General Meeting	RM2,000	RM2,000	
Board Committees	RM2,000	RM2,000	

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

- c. *Payment of the benefits to the NEDs of the Company and its subsidiaries is made on a monthly basis and/ or as and when incurred if the proposed **Ordinary Resolution 5** is passed at the Forty-Sixth (46th) AGM. The Board of Directors is of the view that it is just and equitable for the NEDs to be paid the Directors' Remuneration (excluding Directors' fees) on a monthly basis and/ or as and when incurred, particularly after discharging their responsibilities and rendering their services to the Company and its subsidiaries throughout the Current Period.*

7. **Ordinary Resolution 6 - Re-Appointment of Auditors**

The Audit Committee at its meeting held on 30 January 2020 had undertaken an annual assessment of the performance and independence of the External Auditors, Messrs. Ernst & Young PLT in accordance with Section 67(1) of the Financial Services Act 2013. Based on the assessment, the Audit Committee had recommended to the Board of Directors for approval, the re-appointment of Messrs. Ernst & Young PLT as the Company's External Auditors, given that Messrs. Ernst & Young PLT had fulfilled all the qualifications set out in Bank Negara Malaysia's Policy Document on External Auditor in terms of its performance, as well as independence. The assessment conducted had taken into consideration the following factors:

- a. *Level of knowledge, capabilities, experience and quality of previous work;*
- b. *Level of engagement with the Audit Committee/ Board of Directors;*
- c. *Ability to provide constructive observations, implications and recommendations in areas which require improvements;*
- d. *Appropriateness of audit approach and the effectiveness of audit planning;*
- e. *Ability to perform the audit work within the agreed duration given;*
- f. *Non-audit services rendered by the External Auditors to KIBB Group did not impede the External Auditors' independence; and*
- g. *Ability of the External Auditors to demonstrate unbiased stance when interpreting the standards/ policy adopted by the Company.*

The Board of Directors had at its meeting on 31 January 2020 approved the recommendation of the Audit Committee on the re-appointment of Messrs. Ernst & Young PLT as the External Auditors of the Company for the Financial Year Ending 31 December 2020, to be further recommended to the shareholders for approval at the Forty-Sixth (46th) AGM, subject to the approval from Bank Negara Malaysia.

Pursuant to Section 67(2) of the Financial Services Act 2013, Bank Negara Malaysia had, on 11 March 2020, approved the Company's application for the re-appointment of Messrs. Ernst & Young PLT as the External Auditors of the Company for the Financial Year Ending 31 December 2020.

8. **Special Business**

8.1 **Ordinary Resolution 7 - Authority to Directors to Issue Shares**

*The proposed **Ordinary Resolution 7** is a renewal of the general mandate pursuant to Section 75 and Section 76 of the Companies Act 2016 obtained from shareholders of the Company at the previous AGM held on 30 May 2019 and, if passed, will give powers to the Board of Directors to issue ordinary shares in the share capital of the Company up to an aggregate amount not exceeding ten percent (10%) of the total number of issued shares of the Company for the time being. This general mandate, unless revoked or varied at a general meeting, will expire at the next AGM.*

The general mandate from shareholders is to provide the Company the flexibility to undertake any share issuance during the financial year without having to convene a general meeting. The rationale for this proposed mandate is to allow for possible share issue and/ or fund raising exercises including placement of shares for the purpose of funding current and/ or future investment project, working capital and/ or acquisitions, as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis and thereby reducing the administrative time and costs associated with the convening of additional shareholders' meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board of Directors considers it to be in the best interest of the Company.

The general mandate obtained from the shareholders of the Company at the previous AGM held on 30 May 2019 had not been utilised and hence, no proceed was raised therefrom.

NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

8.2 **Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority**

The proposed **Ordinary Resolution 8**, if passed, will empower the Board of Directors to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company from time to time on the market of Bursa Malaysia Securities Berhad upon such terms and conditions as the Board of Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

The shareholders' mandate for the Proposed Renewal of Share Buy-Back Authority is subject to renewal on an annual basis.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Share Buy-Back Statement dated 13 May 2020 which is despatched together with the Notice of Forty-Sixth (46th) AGM.

9. **Abstention from Voting**

9.1 Any NED referred to in **Ordinary Resolutions 1, 2 and 3** who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the Forty-Sixth (46th) AGM. In this respect, Luigi Fortunato Ghirardello, who is a shareholder of the Company, will abstain from voting on **Ordinary Resolution 3**.

9.2 Any NEDs of the Company who are the shareholders of the Company will abstain from voting on **Ordinary Resolution 4** and **Ordinary Resolution 5** concerning the Directors' fees and Directors' benefits at the Forty-Sixth (46th) AGM. In this respect, Dato' Richard Alexander John Curtis, Luigi Fortunato Ghirardello, Norazian Ahmad Tajuddin and Kanagaraj Lorenz, who are shareholders of the Company, will abstain from voting on **Ordinary Resolution 4** and **Ordinary Resolution 5**.

10. **Poll Voting**

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 will be put to vote by poll.

11. **Publication of AGM Notice on the Company's Website**

Pursuant to Section 320 of the Companies Act 2016, the Notice of the Company's Forty-Sixth (46th) AGM is also available on the Company's website at <https://kenanga.com.my/investor-relations/AGM2020> throughout the period beginning from the date of notice until the conclusion of the Forty-Sixth (46th) AGM.

STATEMENT ACCOMPANYING NOTICE OF FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Further Details of Individuals Who are Standing for Election as Directors (Excluding Directors Standing for Re-election)

There is no individual seeking election as a Director at the Forty-Sixth (46th) AGM of the Company.

Ordinary Resolution on Authority to Issue and Allot New Ordinary Shares in the Company

The proposed Ordinary Resolution 7 on the general mandate for issue of shares is a renewal mandate. As at the date of the Notice of the Forty-Sixth (46th) AGM, no new shares were issued pursuant to the general mandate granted to the Directors at the last AGM held on 30 May 2019.

Details on the authority to issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016 are provided under the explanatory notes on special business in this Notice.

PROXY FORM



CDS Account No.:

KENANGA INVESTMENT BANK BERHAD
Company Registration No. 197301002193 (15678-H)
(Incorporated in Malaysia)

I/ We _____ NRIC No./ Passport No./ Company No. _____
(FULL NAME AS PER NRIC/ PASSPORT/ CERTIFICATE OF INCORPORATION IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

being a member of **Kenanga Investment Bank Berhad** hereby appoint _____
(FULL NAME AS PER NRIC/ PASSPORT IN BLOCK LETTERS)

_____ NRIC No./ Passport No. _____

of _____
(FULL ADDRESS)

and/ or failing him _____ NRIC No./ Passport No. _____
(FULL NAME AS PER NRIC/ PASSPORT IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

or failing him, THE CHAIRMAN OF THE MEETING as my/ our proxy to vote for me/ us and on my/ our behalf at the Forty-Sixth (46th) Annual General Meeting (“**AGM**”) of the Company to be held at Kenanga Tower, 237, Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan, Malaysia (“**Broadcast Venue**”) on Thursday, 11 June 2020 at 11.00 a.m. and at any adjournment thereof.

My/ Our proxy is to vote as indicated below.

NO.	RESOLUTIONS		FOR	AGAINST
ORDINARY RESOLUTION				
1.	Re-election of the following Directors pursuant to Clause 78 of the Company's Constitution: 1.1 Izlan Izhah 1.2 Datuk Syed Ahmad Alwee Alsree 1.3 Luigi Fortunato Ghirardello	RESOLUTION 1 RESOLUTION 2 RESOLUTION 3		
2.	Payment of Directors' fees totalling RM3,265,068.48	RESOLUTION 4		
3.	Payment of benefits to the Non-Executive Chairman, Non-Executive Deputy Chairman and Non-Executive Directors up to an amount of RM1,300,000.00 from 12 June 2020 until the next AGM of the Company	RESOLUTION 5		
4.	Re-appointment of Messrs. Ernst & Young PLT as External Auditors	RESOLUTION 6		
SPECIAL BUSINESS - ORDINARY RESOLUTION				
5.	Authority to Directors to Issue Shares	RESOLUTION 7		
6.	Proposed Renewal of Share Buy-Back Authority	RESOLUTION 8		

Please indicate with an “X” in the appropriate spaces provided to indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any Resolution, the proxy shall vote as he/ she thinks fit, or at his/ her discretion, or abstain from voting.

Date this _____ day of _____ 2020

Signature/ Common Seal of Member

Number of Shares Held

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

Notes:

1. As part of the measures to stem the spread of Coronavirus Disease 2019 ("COVID-19"), the Forty-Sixth (46th) AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPV Facilities which are available at Boardroom's Online website at <http://boardroomlimited.my/>. Please follow the procedures provided in the Administrative Guide for the Forty-Sixth (46th) AGM in order to register, participate and vote remotely via the RPV Facilities.
2. The venue of the Forty-Sixth (46th) AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue in Malaysia. No Shareholders/ Proxy(ies) from the public will be physically present nor admitted at the Broadcast Venue on the day of the AGM.
3. For the purpose of determining a member who shall be entitled to attend this Forty-Sixth (46th) AGM, the Company shall be requesting Bursa Malaysia Depositors Sdn Bhd in accordance with Clause 60 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 5 June 2020. Only a member whose name appears in the Record of Depositors as at 5 June 2020 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend and/ or vote on his/ her behalf.
4. A member of the Company entitled to attend, participate, speak and vote at this AGM is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/ her place. There shall be no restriction as to the qualification of the proxy. Since the Forty Sixth (46th) AGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Proxy Form. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a Proxy who is not the Chairman of the Meeting.
5. A member who is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
7. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
9. Duly completed Proxy Form must be deposited at the office of the Company's share registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Wednesday, 10 June 2020 at 11.00 a.m. Alternatively, you may choose to submit the proxy appointment electronically via Boardroom's Online website at <http://boardroomlimited.my/> before the Proxy Form submission cut-off time as mentioned above. For further information on the electronic submission of Proxy Form, kindly refer to the procedures provided in the Administrative Guide.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Forty-Sixth (46th) AGM will be put to vote on a poll.

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STAMP

BOARDROOM SHARE REGISTRARS SDN BHD

Registration Number: 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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KENANGA INVESTMENT BANK BERHAD
Company Registration No. 197301002193 (15678-H)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

ADMINISTRATIVE GUIDE FOR THE FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING (“AGM”)

Date : Thursday, 11 June 2020

Time : 11.00 a.m.

Broadcast Venue : Kenanga Tower, 237, Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan, Malaysia

REMOTE PARTICIPATION AND VOTING AT A FULLY VIRTUAL FORTY-SIXTH (46TH) AGM OF KENANGA INVESTMENT BANK BERHAD

1. In light of the Coronavirus Disease 2019 (“**COVID-19**”) pandemic and the constant evolving situation in relation thereof, Kenanga Investment Bank Berhad (“**KIBB**” or “**the Company**”) will be conducting its AGM fully virtual via live webcast and online remote voting using the Remote Participation and Voting Facilities (“**RPV Facilities**”).
2. Pursuant to the *Guidance and FAQs on the Conduct of General Meetings for Listed Issuers* issued by the Securities Commission Malaysia on 18 April 2020 (“**SC’s Guidance Note**”), the only venue involved in the conduct of a fully virtual general meeting shall be the broadcast venue¹ and that there should not be more than eight (8) essential individuals physically present at the broadcast venue.
3. In this regard, the broadcast venue mentioned above is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be present at the main venue of the meeting in Malaysia i.e. the Forty-Sixth (46th) AGM. In line with the SC’s Guidance Note, no Shareholders will be physically present nor admitted at the broadcast venue on the day of the AGM.
4. Shareholders will have to register with the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd (“**Boardroom**”) to attend or participate at the Forty-Sixth (46th) AGM remotely by using the RPV Facilities, the details of which are set out below under Paragraph 16 of this Administrative Guide.

ENTITLEMENT TO ATTEND, SPEAK AND VOTE AT THE AGM

5. For the purpose of determining the Shareholders who shall be entitled to attend the AGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 60 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 (“**ROD**”) as at 5 June 2020. Only a Shareholder whose name appears in the ROD as at 5 June 2020, shall be entitled to attend the AGM virtually or appoint Proxy(ies) to attend, speak and/ or vote on his/ her behalf.

PROXY AND PROXY FORM

6. In accordance with the Company’s Constitution, Shareholders are entitled to vote at the AGM either personally, electronically or by Proxy.

¹ A broadcast venue refers to a physical venue in Malaysia where the Chairman of the general meeting is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual general meeting.

ADMINISTRATIVE GUIDE

7. In view that no Shareholders are admissible to the broadcast venue, if a Shareholder is unable to attend the AGM virtually, he/ she can appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Proxy Form.

For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a Proxy who is not the Chairman of the Meeting.

The Proxy Form must be deposited at the office of the Company's share registrar, Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or emailed a scanned copy of the Proxy Form to BSR.Helpdesk@boardroomlimited.com or Fax it to 03-7890 4670, **no later than Wednesday, 10 June 2020 at 11.00 a.m.**

8. If you wish to attend the virtual AGM personally, please do not submit any Proxy Form for the AGM.
9. If you have submitted your Proxy Form prior to the AGM and subsequently decided to attend the virtual AGM personally, please contact Boardroom to revoke the appointment of your Proxy (i.e. the Chairman of the Meeting) and register yourself for the RPV, **no later than Wednesday, 10 June 2020 at 11.00 a.m.**

E-PROXY LODGEMENT

10. For the convenience of individual Shareholders, the Company also offers an alternative mode of submission of Proxy Form i.e. by electronic means via Boardroom Smart Investor Portal. Upon successful submission, you will not be required to submit a physical copy of the Proxy Form to Boardroom's office or email the same to BSR.Helpdesk@boardroomlimited.com.

The steps for E-Proxy Lodgement are as follows:

Step 1	<p>Individual Shareholders to sign up with Boardroom Smart Investor Portal. To sign up, please follow the following steps:</p> <p>Register Online with Boardroom Smart Investor Portal (for first time registration only)</p> <ol style="list-style-type: none">Access website https://boardroomlimited.myClick <<Login>> and click <<Register>> to sign up as a user.Complete registration and upload softcopy of your MyKAD (front and back) or Passport.Please enter a valid email address and wait for Boardroom's email verification.Your registration will be verified and approved within one (1) business day and an email notification will be sent to you. <p><i>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. Please proceed to Step 2.</i></p>
Step 2	<p>To proceed with the E-Proxy Lodgement, please follow the following instructions:</p> <ol style="list-style-type: none">Login to http://boardroomlimited.my/ using your User ID and Password obtained from Step 1 above.Go to "E-PROXY LODGEMENT" and browse the Meeting List for "Kenanga Investment Bank Berhad's 46th AGM" and click "APPLY".Read the Terms & Conditions and confirm the Declaration.Enter your CDS Account Number and the total number of shares held.

ADMINISTRATIVE GUIDE

	<ul style="list-style-type: none">e. Select your Proxy i.e. either “The Chairman of the Meeting” or “individual named Proxy(ies)” and enter the required particulars for your Proxy(ies).f. Indicate your voting instructions i.e. ‘For’ or ‘Against’. Otherwise, your Proxy will decide on your vote.g. Review and confirm your Proxy(ies) appointment.h. Click SUBMIT.i. Download or print the e-Proxy Form Acknowledgement for your record.
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VOTING PROCEDURE

11. In accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the virtual AGM will be conducted by poll. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic voting (“**e-Voting**”) and Boardroom Corporate Services Sdn Bhd as the Scrutineers to verify the poll results.
12. During the virtual AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll for each Resolution.
13. For the purposes of this virtual AGM, e-Voting will be carried out via personal smart mobile phones, tablets or laptops where the Remote Participants are requested to select one of the following modes to vote:
 - a. Download the free **Lumi AGM App** from Apple App Store or Google Play Store prior to the AGM; **OR**
 - b. Scan the QR Scanner Code given to you via email; **OR**
 - c. Login to the website URL at <https://web.lumiagm.com/>.

REMOTE PARTICIPATION AND VOTING (“RPV”)

14. Please note that the RPV is made available only for the following participants who wish to attend and vote remotely during the virtual AGM:
 - i. Individual Shareholder;
 - ii. Corporate Shareholder;
 - iii. Authorised Nominee; and
 - iv. Exempt Authorised Nominee.
15. From the remote participation, you will be able to view a live webcast of the AGM, pose questions to the Board of Directors and submit your votes on a real time basis.
16. Kindly follow the steps below to request for the Login ID and Password.

ADMINISTRATIVE GUIDE

Step 1	<p>Register Online with Boardroom Smart Investor Portal (for first time registration only)</p> <ol style="list-style-type: none">Access website https://boardroomlimited.myClick <<Login>> and click <<Register>> to sign up as a user.Complete registration and upload softcopy of your MyKAD (front and back) or Passport.Please enter a valid email address and wait for Boardroom's email verification.Your registration will be verified and approved within one (1) business day and an email notification will be sent to you. <p>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - Submit Request for Remote Participation User ID and Password.</p>
Step 2	<p>Submit Request for Remote Participation User ID and Password</p> <p>Note: The registration for remote access will be opened on 13 May 2020 for submission of request for Remote Participation User ID and Password.</p> <ol style="list-style-type: none">Individual Shareholder<ul style="list-style-type: none">Login to https://boardroomlimited.my using your User ID and Password from Step 1 above.Select "Hybrid/ Virtual Meeting" from main Menu and select the correct Corporate Event i.e. "Kenanga Investment Bank Berhad's 46th Virtual AGM".Enter your CDS Account Number.Read and agree to the Terms & Condition and thereafter SUBMIT your request.Corporate Shareholder<ul style="list-style-type: none">Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of the Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to SUBMIT the request.Corporate Shareholder must also provide a copy of the Corporate Representative's MyKad (Front and Back) as well as his/ her email address.Authorised Nominee and Exempt Authorised Nominee<ul style="list-style-type: none">Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of the Beneficial Shareholder(s), CDS Account Number accompanied with the Proxy Form to SUBMIT the request.Authorised Nominee and Exempt Authorised Nominee must also provide a copy of the Proxy Holder's MyKad (Front and Back) as well as his/ her email address. <ol style="list-style-type: none">You will receive a notification from Boardroom that your request has been received and is being verified.Upon system verification against the General Meeting ROD as at 5 June 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.If your registration is approved, you will also receive your remote access User ID and Password along with an email guide from Boardroom.Please note that the closing time to submit your request is on Wednesday, 10 June 2020 at 11.00 a.m.

ADMINISTRATIVE GUIDE

On the AGM Day	
Step 3	<p>Login to Virtual AGM Portal</p> <p><i>Note: Please note that the quality of the connectivity to Virtual AGM Portal for live webcast, as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.</i></p> <ol style="list-style-type: none">The Virtual AGM Portal will be opened for login an hour (one (1) hour) before the commencement of the AGM at 10.00 a.m. on Thursday, 11 June 2020.Follow the steps given to you in the email guide along with your remote access User ID and Password to login to the Virtual AGM Portal. (Kindly refer to Step 2 above).The steps will also guide you on how to view live webcast, ask questions and vote. <p>If you have any question for the Chairman/ Board of Directors, you may use the Messaging Window to submit your questions in real time during the AGM. The Chairman/ Board of Directors will try to respond to the questions submitted during the AGM. If there is time constraint, the responses will be emailed to you after the AGM.</p> <p>Shareholders may also email their questions to the Group Company Secretary, Puan Norliza Abd Samad at norlizas@kenanga.com.my no later than Tuesday, 9 June 2020 at 11.00 a.m.</p> <ol style="list-style-type: none">Upon the Chairman announcing the closure of the AGM, the live webcast will end and the Messaging Window will be disabled accordingly.You may then logout from the Virtual AGM Portal.

- E-Voting for each of the resolutions as set out in the Notice of Forty-Sixth (46th) AGM will take place upon the conclusion of the deliberations or Questions and Answers session of each business transacted at the AGM.
- The Chairman will declare the result of the polling upon completion of the polling for each resolution.

NO VOUCHER AND MEAL PACK

- As the Forty-Sixth (46th) AGM will be conducted virtually, there shall be no distribution of vouchers and meal packs.

ANNUAL REPORT 2019 AND OTHER DOCUMENTS

- As part of our commitment towards green environment, we would encourage you to download the following documents from the Company's website at <https://kenanga.com.my/investor-relations/AGM2020>:
 - Annual Report 2019;
 - Corporate Governance Report for the Financial Year Ended 31 December 2019;
 - Notice of the Forty-Sixth (46th) AGM, Statement Accompanying the Notice of AGM and Proxy Form;
 - Administrative Guide; and
 - Share Buy-Back Statement.

ADMINISTRATIVE GUIDE

However, you may request for a copy of the Company's Annual Report 2019 or any of the above documents from the following contact persons during office hours (8.30 a.m. to 5.30 p.m.) on Mondays to Fridays:

Contact Person: Ms. Violet Hoe
Telephone No.: 03-2172 2872
Fax No.: 03-2172 2999
E-mail: violet@kenanga.com.my

Contact Person: Encik Muhammad Hafidz Kamaruddin
Telephone No.: 03-2172 2876
Fax No.: 03-2172 2999
E-mail: hafidz@kenanga.com.my

Although the Movement Control Order has been eased, upon receipt of your request, please expect some delays in the delivery of the hardcopy of the documents which will be delivered to you once they are made available to the Company.

ENQUIRIES

21. If you have any enquiry relating to the AGM and RPV Facilities, please contact the following persons during office hours (8.30 a.m. to 5.30 p.m.) on Mondays to Fridays:

a. Kenanga Investment Bank Berhad

- AGM Matters

- i. Puan Norliza Abd Samad (Tel: 03-2172 2868)
- ii. Ms. Chong Yuke Hua (Tel: 03-2172 2869)
- iii. Ms. Emily Choong (Tel: 03-2172 2871)
- iv. Ms. Cecilia Liew (Tel: 03-2172 0853)

b. Boardroom Share Registrars Sdn Bhd

- AGM Matters
- Client Management
- RPV Facilities

Tel: 03-7890 4700
Fax: 03-7890 4670
E-mail: BSR.Helpdesk@boardroomlimited.com

22. Due to the constant evolving COVID-19 situation in Malaysia, we advise you to constantly check the Company's website or announcements for the latest updates on the AGM.



KENANGA INVESTMENT BANK BERHAD
Company Registration No. 197301002193 (15678-H)
(Incorporated in Malaysia)

REQUEST FOR PRINTED COPY OF ANNUAL REPORT 2019

Dear Valued Shareholders of Kenanga Investment Bank Berhad,

For request of printed copy of Kenanga Investment Bank Berhad (“**the Company**”)’s Annual Report 2019, please send the completed Request Form to the following contact persons and the printed copy of the Annual Report 2019 shall be forwarded to you by ordinary post as soon as reasonably practicable from the date of receipt of your request:

Ms. Violet Hoe
Telephone No.: 03-2172 2872
Fax No.: 03-2172 2999
E-mail: violet@kenanga.com.my

Encik Muhammad Hafidz Kamaruddin
Telephone No.: 03-2172 2876
Fax No.: 03-2172 2999
E-mail: hafidz@kenanga.com.my

Alternatively, you may submit your request online via the Company’s website at <https://kenanga.com.my/investor-relations/AGM2020>.

The Annual Report 2019 is also available for downloading from Kenanga Investment Bank Berhad’s website at <https://kenanga.com.my/investor-relations/AGM2020>.

REQUEST FOR PRINTED COPY OF ANNUAL REPORT 2019

Please send me a printed copy of the Company’s Annual Report.

PARTICULARS OF SHAREHOLDER

Name : _____
(FULL NAME IN BLOCK LETTERS)

Identity Card No./ Passport No./ Company No.: _____

CDS Account No. : _____

Correspondence Address : _____

Telephone No. : _____

Date : _____

Signature of Shareholder: _____

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AFFIX
POSTAGE
STAMP

The Company Secretary
KENANGA INVESTMENT BANK BERHAD
Registration Number: 197301002193 (15678-H)

Level 17, Kenanga Tower
237, Jalan Tun Razak
50400 Kuala Lumpur, Wilayah Persekutuan
Malaysia

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