



KPS CONSORTIUM BERHAD

Registration No. 198501011364 (143816-V)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at Klang Executive Club, Persiaran Bukit Raja 2, Bandar Baru Klang, 41150 Klang, Selangor Darul Ehsan on Friday, 11 September 2020 at 11.00 am for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To approve the payment of Directors' fees and benefits up to RM49,000 for the financial year ending 31 December 2020. **Ordinary Resolution 1**
- To re-elect the following Directors retiring in accordance with the Company's Constitution:
(a) Datuk Chua Hock Gee (Clause 78) **Ordinary Resolution 2**
(b) Ms. Leng Bee Bee (Clause 79) **Ordinary Resolution 3**
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix the Auditors' remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

- RETENTION OF MR. LIM CHOON LIAT AS INDEPENDENT DIRECTOR**
"THAT Mr. Lim Choon Liat be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance." **Ordinary Resolution 5**
- RETENTION OF MR. TAN KONG ANG AS INDEPENDENT DIRECTOR**
"THAT Mr. Tan Kong Ang be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance." **Ordinary Resolution 6**
- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted 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 such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted." **Ordinary Resolution 7**
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)

Company Secretaries

Selangor Darul Ehsan

Dated this 30th day of June 2020

NOTES:-

- The Audited Financial Statements are for discussion only as the Company's Constitution provides that the audited financial statements are to be laid in the general meeting but does not require a formal approval of shareholders.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 7 September 2020. Only a depositor whose name appears on the Record of Depositors as at 7 September 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
- A member shall be entitled to appoint up to two (2) proxies to attend and vote in his place. All voting will be conducted by way of poll.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - 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.
- If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a certified copy thereof must be deposited at the Company's registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
- Explanatory notes on the Special Business
 - The proposed Ordinary Resolutions 5 to 6, if passed, will allow the Directors, Mr. Lim Choon Liat and Mr. Tan Kong Ang who have served the Company for a consecutive term of more than 9 years but less than 12 years, to continue to act as Independent Non-Executive Director of the Company. The Board supports the retention of the aforesaid Directors as Independent Directors for:-
 - They understand the business nature and office culture.
 - They provide the Board valuable advice and insight.
 - They actively participate in Board deliberations and decision making in an objective manner.
 - They uphold independent decision and challenge the management objectively
 - The proposed Ordinary Resolution 7 is primarily to give flexibility to the Board of Directors to allot shares not more than 10% of the total number of issued shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstances when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares of the company.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission to the authority, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting on 22 June 2019.