NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fiftieth Annual General Meeting ("50th AGM") of the Company will be conducted fully virtual via live streaming from the Broadcast Venue at Conference Room, Suite 15-01, 15th Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on Thursday, 27 August 2020 at 10.00 a.m. for the following purposes:

To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. 1.

To approve the payment of Directors' fees of RM1,055,000 for the financial year ended 31 December 2019.

- To approve the payment of Directors' benefits of RM350,000 from the date of the forthcoming Annual General Meeting until the next Annual General M
- To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:-

Chan Lui Ming Ivar

- Mai-Gen (R) Dato' Muhammad Bin Yunus (h)
- Tai Lam Shin (c)
- To re-elect Liew Foong Yuen who is retiring in accordance with Clause 78 of the Constitution of the Company.
- To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions, with or without modification:

Proposed continuation in office of Too Hing Yeap @ Too Heng Yip as Independent Non-Executive Director

"THAT approval be and is hereby given to Too Hing Yeap @ Too Heng Yip 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."

(Ordinary Resolution 8)

(Please refer to the Explanatory Notes to the Agenda)

(Ordinary Resolution 1) (Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

(Ordinary Resolution 5)

(Ordinary Resolution 6)

(Ordinary Resolution 7)

Proposed continuation in office of Maj-Gen (R) Dato' Muhammad Bin Yunus as Independent Non-Executive Director

THAT approval be and is hereby given to Maj-Gen (R) Dato' Muhammad Bin Yunus 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."

Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT 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 Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities (fir any), the Directors of the Company 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 and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

(Ordinary Resolution 9)

(Ordinary Resolution 10)

10. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (the "Group") to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of Part A of the Circular to Shareholders dated 29 July 2020, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

(Ordinary Resolution 11)

THAT the authority conferred by such mandate shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate." 11. Proposed Renewal of Shareholders' Mandate for Share Buy-Back

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities
Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares
in the Company 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 interest of the Company ("Share Buy-Back Mandate") provided that:

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions:
- the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines."

To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

LIM HOOI MOOI (MAICSA 0799764) (SSM PC NO. 201908000134) TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124) FONG SOK YEE (MAICSA 7066501) (SSM PC NO. 202008001180) Company Secretaries

Kuala Lumpur 29 July 2020

- impany.

 member of the Company who is entitled to attend and vote at a General Mi impany may appoint not more than two (2) proxies to attend, participate, spe tead of the member at the General Meeting.
- member of the Company is an authorised nominee as defined in the intral Depositories) Act 1991 ("Central Depositories Act"), it may appoir je proxies in respect of each securities account it holds in ordinary sh tanding to the credit of the said securities account.
- - - ch the person nameo in the appointment, proposes as view.

 In hard copy from

 To be deposited with the Company's Bangsar South, No. 8, Jaban Kerinchi, 5202

 Lumpur or alternatively, the Customer Service Centre at Unit 32-01, Level 32, T.

 Podurin, Avenue S, Bangsar South, No. 8, Jaban Kerinchi, 5202

 Lumpur or alternatively, the Customer Service Centre at Unit G-S, Ground Floor,
 Podurin, Avenue S, Bangsar South, No. 8, Jaban Kerinchi, 52020 Kralla Lumpur

 By electronic means via Tinco System, TIH Online

 The proxy form can be logiced electronically via TIH Online website at https://til

 (applicable to individual members only), Please refer to the Administrative Di

 further information on electronic submired.
- (applicable to individual members only). Please refer to tarther information on electronic submission.

 Any authority pursuant to which such an appointment is made be deposted with the Company's Name Registrar at Unit 32-0 Business Suite, Avenue 3, Bargsar South, No. 8, Jalan Kennin, Salernatively, the Customer Service Centre at Unit 63-5, Gorquard 7-5, Bargsar South, No. 8, Jalan Kennin, Solor Matal Lumpar Membershall and Company of the Company of the

- at unit 32-d1, Lewel 32, Tower A, Vertical Busins South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur Service Centre at Unit G-3, Gound Floor, Vertica South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur hours before the time appointed for holding the General Meeting at which the person named to vote. The certificate of appointment should

- ber who has appointed a proxy or attorney or authorised represen-ipate in this General Meeting must request his/her proxy or att rised representative to register himselfherself for the RPV at the trat's TIH Online website at https://tih.online.Please read and fi dures provided in the Administrative Details in order to participate
- 13.
- signed and dated accordingly.

 Last date and time for lodging the proxy form is Tuesday, 25 Aug 10.00 a.m.

 Pursuant to Paragraph 8.294(1) of the Listing Requirements, all resolul in the notice of general meeting will be put to vote by way of poll.

Payment of Directors' benefits

Proposed continuation in office of Too Hing Yeap @ Too Heng Yip and Maj-Gen (R) Dato' Muhammad Bin Yunus as Independent Non-Executive Directors

scice 4.2 of the Malaysian Code on Corporate Governance provides that shareholders' approval be bught in the event that the Company interfacts for an independent Director who has served in the capacity more than nine (By ears, to continue to act as hidependent Director of the Company, be Board is recommending to the shareholders for 100 High years of 100 Heart (by 1 and Mal-jeen (R) Dato' harmrad Bin Yurus who have served as Independent Non-Executive Directors of the Company for a mulative term of more than nine (B) years and twelve (12) years respectively to continue to act as spendent Non-Executive Directors of the Company.

integration in vari-executive precions or in exchipant. The Board through the Normaling Committee had assessed and endorsed that Too Hing Yeap @ Too Heng Yip and Mij-Cen (R) Dato' Muhammad Bin Yusus be retained as Independent Non-Executive Directors of the Company as they have continued to display injuly level of Integrity and are objective in their judgment and decision-making in the best interest of the Company, shareholders and stakeholders and are able to express burbased views without any influence, the decidalle justifications are set out in the

olution 10 of the Companies Act 2016 Resolution 175 and 76 of the Companies Act 2016 Resolution, if passed, will empower the Directors to allot up to a maximum of 20% of the of issued shares of the Company for the time being for such purposes as the Directors to all the Company for the time being for such purposes as the Directors to all the Company for the Compan

is manuated to provide installing of the company to see the securing minded and men parate general meeting to obtain its shareholders' approval so as to avoid incurring addition. In the purpose of this general mandate is for possible fund-raising exercise for the purpor ment and/or future investment projects, working capital, acquisitions or such other appli rectors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 30 May 2019 and the mandate will lapse at the conclusion of the S0th AGM.

dinary Resolution 11
oposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a
evenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhald without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or variet at a general meeting, will expire at the next ADM of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in Part A of the Company's Circular to Shareholders dated 29 July 2020 which is available at https://my.keckseng.com/circulartosh/ AnnualReport2019/Circular to Shareholders.odf.

n, if passed, will empower the Company to purchase its own shares up to ten tall number of issued shares of the Company. This authority, unless revoked or ting, will expire at the next AGM of the Company.

Further information relating to this proposed resolution is set out in Part B of the Statement to Shareholders dated 29 July 2020 which is available at https://my.keckseng.com/circulartosh/AnnualReport2019/Circular to Shareholders.pdf.



Registration No.: 196801000565 (8157-D)

(Incorporated in Malaysia)

Registered Office:

Suite 1301, 13th Floor, City Plaza Jalan Tebrau 80300 Johor Bahru, Johor

Tel: 07-332 2088 Fax: 07-332 8096

ADMINISTRATIVE DETAILS 50TH ANNUAL GENERAL MEETING OF KECK SENG (MALAYSIA) BERHAD

Thursday, 27 August 2020 Date

Time 10.00 a.m.

Broadcast Venue : Conference Room, Suite 15-01, 15th Floor, Menara Keck Seng, 203

Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the 50th Annual General Meeting ("50th AGM") of Keck Seng (Malaysia) Berhad ("Keck Seng" or the "Company") will be conducted FULLY VIRTUAL via live streaming at the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendment that may be made from time to time) ("Guidance Note").

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which require the Chairman of the meeting to be present at the main venue of the meeting. Shareholders/proxies/corporate representatives WILL NOT BE ALLOWED to attend the 50th AGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

Shareholders will have the option to attend, speak [including posing questions to the Board of Directors ("Board") via real time submission of typed texts] and vote (collectively, "participate") remotely at the 50th AGM using the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at https://tiih.online.

Shareholders who appoint proxies to participate via RPV in the 50th AGM must ensure that the duly executed Proxy Form are deposited in a hard copy form or by electronic means to Tricor no later than Tuesday, 25 August 2020 at 10.00 a.m.

Corporate representatives of corporate members must deposit their original or duly certified certificate of appointment of corporate representative to Tricor no later than Tuesday, 25 August 2020 at 10.00 a.m. to participate the 50th AGM via RPV.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor no later than Tuesday, 25 August 2020 at 10.00 a.m. to participate the 50th AGM via RPV.

A shareholder who has appointed a proxy to participate at this 50th AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at https://tiih.online.

As the 50th AGM of Keck Seng is a fully virtual AGM, shareholders who are unable to participate in this 50th AGM may appoint the Chaiman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate the 50^{th} AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEF	ORE THE AGM DAY	
(a)	Register as a user with TIIH Online	 Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	 Registration is open from 10.00 a.m. Wednesday, 29 July 2020 up to 10.00 a.m. Tuesday, 25 August 2020. Login with your user ID and password and select the corporate event: "(REGISTRATION) KECK SENG 50TH AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 17 August 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON T	HE AGM DAY (27 AUGUST	2020)
(c)	Login to TIIH Online	• Login with your user ID and password for remote participation at the 50 th AGM at any time from 9.30 a.m. i.e. 30 minutes before the commencement of the 50 th AGM on Thursday , 27 August 2020 at 10.00 a.m. .
(d)	Participate through Live Streaming	 Select the corporate event: "(LIVE STREAM MEETING) KECK SENG 50TH AGM" to engage in the proceedings of the 50th AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 50th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	 Voting session commences from 10.00 a.m. on Thursday, 27 August 2020 until a time when the Chairman announces the completion of the voting session of the 50th AGM. Select the corporate event: "(REMOTE VOTING) KECK SENG 50TH AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	Upon the announcement by the Chairman on the closure of the 50 th AGM, the live streaming will end.

Note to users of the RPV:

- 1. Should your application to join the 50th AGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- 2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- 3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

• Only a depositor whose name appears on the ROD as at **17 August 2020** shall be entitled to attend, speak and vote at the 50th AGM or appoint proxies to attend and/or vote on his/her behalf.

PROXY

- The 50th AGM will be conducted via virtual meeting, if you are unable to attend the meeting via RPV on 27 August 2020, you may appoint the Chairman of the Meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may submit your Proxy Form to Tricor's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 50th AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.
- You may also submit the Proxy Form electronically via TIIH Online website at https://tiih.online no later than Tuesday, 25 August 2020 at 10.00 a.m. Please do read and follow the procedures to submit Proxy Form electronically below.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your Proxy Form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
(a) Register as a User with TIIH Online	 Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
(b) Proceed with Submission of Proxy Form	 After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "KECK SENG 50TH AGM - Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(s) appointment. Print Proxy Form for your record.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board prior to the 50th AGM via Tricor's **TIIH Online** website at https://tiih.online by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday, 25 August 2020** at **10.00 a.m.** The Board will endeavor to answer the questions received at the 50th AGM.

POLL VOTING

- The Voting at the 50th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 50th AGM at 10.00 a.m. until the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** website at https://tiih.online.
- Upon completion of the voting session for the 50th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ANNUAL REPORT 2019

 The Company's Annual Report 2019 is available at the Company's website at https://my.keckseng.com/annualreport/AnnualReport2019.pdf.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 50th AGM since the meeting is being conducted on a fully virtual basis.

We would like to thank our shareholders for their kind co-operation and understanding in these challenging times.

RECORDING OR PHOTOGRAPHY

Strictly NO unauthorised recording or photography of the proceedings of the 50th AGM is allowed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299 Fax Number : +603-2783 9222

Email : <u>is.enquiry@my.tricorglobal.com</u>

Contact persons

Mr. Jake Too : +603-2783 9285 / Email : Chee.Onn.Too@my.tricorglobal.com
 Ms. Vivien Khoh : +603-2783 9091 / Email : Vivien.Khoh@my.tricorglobal.com
 Alven Lai : +603-2783 9283 / Email : Siew.Wai.Lai@my.tricorglobal.com