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K. SENG SENG CORPORATION BERHAD

(Registration No. 198501000983 (133427-W)
(Incorporated In Malaysia)

NOTICE OF THIRTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting of the Company will be conducted via an online portal from Broadcast Venue at Unit 8-5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor on Wednesday, 25 May 2022 at 10.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees of up to RM400,000 for the period commencing from 26 May 2022 until the next Annual General Meeting in the year 2023.
- To approve the payment of allowances of up to RM35,000 for the period commencing from 26 May 2022 until the next Annual General Meeting in the year 2023.
- To re-elect Mr Tsen Ket Shung @ Kon Shung, a Director of the Company who retire in accordance with Clause 92 of the Company's Constitution and being eligible, offer himself for re-election. Tuan Haji Zainal Rashid Bin Haji Mohd Eusoff who also retires by rotation in accordance with Clause 92 of the Company's Constitution, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the Thirty-Seventh Annual General Meeting.
- To re-elect the following Directors of the Company who retire in accordance with Clause 99 of the Company's Constitution and being eligible, offer themselves for re-election:-
 - Yap Chee Kheng;
 - Dato' Tin @ Tan Pek-Han; and
 - Chang Tian Kwang.
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS:

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

7. Authority to issue shares

"THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to allot and 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 issued 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 THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."

ANY OTHER BUSINESS:

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

BY ORDER OF THE BOARD,

WONG YOUN KIM (MAICSA 7018778)

CHAN MIN WAI (MIA 26548)

Company Secretaries

Kuala Lumpur

26 April 2022

NOTES:

- A member of the Company entitled to attend and vote at the meeting may appoint up to two (2) proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. 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 shareholdings to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- 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") 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 instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan K.L., Malaysia not less than 24 hours before the time appointed for the taking of poll or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 19 May 2022 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

7. EXPLANATORY NOTES:-

(a) Item 1 of the Agenda

Audited Financial Statements for financial year ended 31 December 2021

The audited financial statements under Agenda 1 are meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval. Hence, this Agenda will not be put forward for voting.

(b) Item 7 of the Agenda – Ordinary Resolution 8

Authority to Issue Shares

The proposed Ordinary Resolution 8, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate") provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

- Mr Tsen Ket Shung @ Kon Shung, the Director who is standing for re-election at the Thirty-Seventh Annual General Meeting of the Company pursuant to Clause 92 of the Constitution of the Company.
The details of the above Director seeking re-election are set out in the Board of Directors' Profile as disclosed on page 16 of this Annual Report.
- The Directors who are standing for re-election at the Thirty-Seventh Annual General Meeting of the Company pursuant to Clause 99 of the Constitution of the Company are:
 - Yap Chee Kheng;
 - Dato' Tin @ Tan Pek-Han; and
 - Chang Tian Kwang.The details of the above Directors seeking re-election are set out in the Board of Directors' Profile as disclosed on page 15, 17 and page 18 of this Annual Report.
- The details of the above Directors' interest in the securities of the Company are stated on page 190 of this Annual Report.
- The statement relating to the general mandate for authority to issue shares is set out in the Explanatory Notes to the Notice of the Thirty-Seventh Annual General Meeting on page 196 of this Annual Report.

Please refer to
Explanatory Note (a)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8