



誠成集團

K. SENG SENG CORPORATION BERHAD

Registration No.: 198501000983 (133427-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

NOTICE IS HEREBY GIVEN THAT an EGM of the members of K. Seng Seng Corporation Berhad ("KSSC" or the "Company") will be conducted virtually through live streaming from the broadcast venue at Unit 8-5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor on Wednesday, 25 May 2022 at 12.00 p.m. or immediately following the conclusion or adjournment of the Thirty-Seventh Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is earlier for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 14,400,000 NEW ORDINARY SHARES IN KSSC ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 8 EXISTING ORDINARY SHARES IN KSSC ("KSSC SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD OF DIRECTORS OF KSSC ("BONUS SHARES ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

THAT subject to the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board of Directors of KSSC ("Board") to issue and allot up to 14,400,000 Bonus Shares in the share capital of the Company to be credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Bonus Shares Entitlement Date on the basis of 1 Bonus Share for every 8 existing KSSC Shares held;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing KSSC Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the Bonus Shares Entitlement Date;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 43,200,000 FREE WARRANTS IN KSSC ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 3 KSSC SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD ("WARRANTS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

THAT subject to the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board to issue and allot up to 43,200,000 Warrants (at an exercise price to be determined at a later date) in the share capital of the Company to be credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Warrants Entitlement Date on the basis of 1 Warrant for every 3 KSSC Shares upon allotment and issuance of Bonus Shares held;

THAT the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("Deed Poll") with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new KSSC Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing KSSC Shares, save and except that the new KSSC Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid prior to the exercise of the Warrants;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in the circular to shareholders of the Company dated 9 May 2022, and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS SCHEME") INVOLVING UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES OF KSSC, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE ESOS SCHEME, FOR THE ELIGIBLE DIRECTORS ("ELIGIBLE DIRECTORS") AND EMPLOYEES OF KSSC AND ITS SUBSIDIARIES ("KSSC GROUP" OR THE "GROUP"), WHICH ARE NOT DORMANT AND WHO FULFIL THE ELIGIBILITY CRITERIA FOR PARTICIPATION IN THE PROPOSED ESOS AS SET OUT IN THE ESOS BY-LAWS ("ELIGIBLE PERSON(S)") ("PROPOSED ESOS")

THAT subject to the approvals of all relevant authorities and parties (where applicable) being obtained, including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new Shares to be issued pursuant to the exercise of the ESOS options granted under the ESOS Scheme ("ESOS Options"), approval be and is hereby given for the Company to establish the ESOS Scheme involving up to 15% of the total number of issued Shares (excluding treasury shares, if any) from time to time for the benefit of eligible directors and eligible employees of the Group, excluding the subsidiaries which are dormant, **AND THAT** the by-laws governing the ESOS Scheme ("ESOS By-laws"), a draft of which is set out in **Appendix II** of the Circular, be and is hereby approved and adopted;

THAT the Board be and is hereby authorised to:-

- (i) implement and administer the ESOS Scheme in accordance with the ESOS By-laws, and give full effect to the ESOS Scheme with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted or imposed by the relevant authorities or as may be deemed fit, necessary and/or expedient by the Board at its discretion;
- (ii) make the necessary applications to Bursa Securities and do all things necessary at the appropriate time or times for the listing of and quotation for the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS Options;
- (iii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS Options provided that the aggregate number of new Shares to be allotted and issued under the ESOS Scheme shall not exceed in aggregate of 15% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any time during the existence of the ESOS Scheme, and that the new Shares to be allotted and issued pursuant to the exercise of the ESOS Options shall, upon allotment, issuance and full payment of the exercise price of the ESOS Options, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of such new Shares and that such new Shares will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- (iv) modify and/or amend the ESOS By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are permitted and/or effected in accordance with the provisions of the ESOS By-laws relating to modifications and/or amendments;
- (v) extend the duration of the ESOS Scheme, provided always that such extension of the ESOS Scheme made pursuant to the ESOS By-laws shall not in aggregate exceed a duration of 10 years from the date on which the ESOS Scheme shall take effect following full compliance of all relevant requirements or such period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (vi) do all such acts and things, take such steps, execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and/or undertakings with any party(ies) as they may deem fit, necessary and/or expedient, and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the ESOS By-laws."

ORDINARY RESOLUTION 4 TO 11

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY ("PROPOSED ALLOCATION")

THAT, subject to the passing of the Ordinary Resolution 3 and the approvals of the relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS committee of the Proposed ESOS ("ESOS Committee"), at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following directors and chief executive officer of KSSC, ESOS Options under the Proposed ESOS:-

(i) Chang Tian Kwang	Ordinary Resolution 4
(ii) Koh Seng Lee	Ordinary Resolution 5
(iii) Tsen Ket Shung @ Kon Shung	Ordinary Resolution 6
(iv) Dr Teh Chee Ghee	Ordinary Resolution 7
(v) Yap Chee Kheng	Ordinary Resolution 8
(vi) Dato' Tin @ Tan Pek-Han	Ordinary Resolution 9
(vii) Koh Yi Hao	Ordinary Resolution 10
(viii) Dr Lim Pang Kiam	Ordinary Resolution 11

PROVIDED ALWAYS THAT:-

- (i) they must not participate in the deliberation or discussion of their own allocation, as well as that of the persons connected with them, under the Proposed ESOS; and
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of Shares to be issued under the Proposed ESOS shall be allocated to them, if they either singly or collectively through persons connected (as defined in the Listing Requirements) with them, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue such number of Shares arising from the exercise of the ESOS options under the Proposed ESOS, from time to time, to the abovementioned person."

BY ORDER OF THE BOARD

Wong Youn Kim (MAICSA 7018778)
Chan Min Wai (MIA 26548)
Company Secretaries

Kuala Lumpur
9 May 2022

Notes:-

- 1) 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.
- 2) 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.
- 3) The instrument appointing a proxy in the case of an individual shall be signed by the appointor 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.
- 4) 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.
- 5) 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 taking of the poll.
- 6) 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.