



**K. SENG SENG CORPORATION BERHAD**

(198501000983 (133427-W))  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of K. Seng Seng Corporation Berhad ("**KSSC**" or the "**Company**") will be conducted virtually through live streaming from the broadcast venue at Unit 8 Level 5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor on Tuesday, 11 June 2024, at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION OF 1,104,000 ORDINARY SHARES IN METALMACH MICRO TECHNOLOGY SDN BHD ("METALMACH"), REPRESENTING 40% EQUITY INTEREST IN METALMACH FOR A CASH CONSIDERATION OF RM14.00 MILLION ("PROPOSED ACQUISITION")**

**"THAT**, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire 1,104,000 ordinary shares in Metalmach, representing 40% equity interest in Metalmach from Low Kim Yoong for a cash consideration of RM14.00 million, in accordance with the terms and conditions as set out in the share sale agreement dated 15 January 2024 entered into between the Company and Low Kim Yoong for the Proposed Acquisition.

**AND THAT** the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition."

**ORDINARY RESOLUTION 2**

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF KSSC TO INCLUDE THE MANUFACTURING OF HIGH PRECISION METAL PRODUCTS**

**"THAT**, subject to the approvals of all relevant authorities/parties being obtained, approval be and is hereby given to the Company to diversify its existing business to include the manufacturing of high precision metal products.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Directors of the Company may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification."

### **ORDINARY RESOLUTION 3**

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 55,739,900 NEW ORDINARY SHARES IN KSSC, REPRESENTING NOT MORE THAN 30% OF THE ISSUED ORDINARY SHARES OF KSSC (ASSUMING FULL EXERCISE OF ITS OUTSTANDING WARRANTS) ("PROPOSED PRIVATE PLACEMENT")**

**"THAT** subject to all approvals of the relevant authorities and/or persons (if required) being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue and allot up to 55,739,900 new ordinary shares in the Company ("**KSSC Shares**" or "**Shares**") ("**Placement Shares**") by way of private placement to independent third party investor(s) to be identified later ("**Placees**") in a single or multiple tranche(s), at an issue price for each tranche to be determined and fixed by the Board at a later date, after all the relevant approvals have been obtained **AND THAT** the issue price shall, in no event, be at a discount of more than 10.00% to the 5D-VWAMP of KSSC Shares immediately preceding the price fixing date(s);

**THAT** such Placement Shares shall upon allotment and issuance, rank equally in all respects with the then existing KSSC Shares in issue, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date(s) are prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Company's Constitution;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the circular to shareholders of the Company dated 28 May 2024 and the Board be and is hereby authorised with full power to vary the manner and/or purposes of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and the approval of the relevant authorities (where required);

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give full effect to and complete the Proposed Private Placement, with full powers to assent to any conditions, modifications, variations and/or amendments deemed fit, necessary and/or expedient in the best interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions as deemed fit, necessary and/or expedient in order to implement, finalise, give full effect to and complete the Proposed Private Placement."

**BY ORDER OF THE BOARD OF  
K. SENG SENG CORPORATION BERHAD**

**SIEW SUET WEI (MAICSA 7011254) (SSM PC No. 202008001690)**

**CHAN MIN WAI (MIA 26548) (SSM PC No. 202108000131)**

**YIP WEI LUN (MIA 47569) (SSM PC No. 202208000373)**

Company Secretaries

Kuala Lumpur

28 May 2024

**Notes:**

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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 Unit 8, Level 7, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 4 June 2024 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.