



**KHEE SAN BERHAD**  
Registration No. 199401018697 (304376-A)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Khee San Berhad (“KSB” or the “Company”) to be held at Banquet Hall, Royal Lake Club Kuala Lumpur, Taman Tasek Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur on Monday, 21 October 2024 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**SPECIAL RESOLUTION 1**

**PROPOSED REDUCTION OF ISSUED SHARE CAPITAL OF KHEE SAN BERHAD (“KSB”) PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)**

“THAT subject to the passing of Ordinary Resolutions 1 and 2, as well as the approvals from the relevant authorities and parties being obtained, where necessary, approval be and is hereby given to the Board of Directors of KSB (“Board”) for the implementation of the Proposed Share Capital Reduction pursuant to Section 117 of the Act;

THAT the share capital of the Company be reduced and cancelled to the extent of RM137,520,178 and that such reduction be effected and satisfied by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets;

THAT the credit arising from the Proposed Share Capital Reduction shall be used to eliminate the accumulated losses of the Company and the surplus after the elimination of the Company’s accumulated losses pursuant to the Proposed Share Capital Reduction, if any, shall be credited to the retained earnings account of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the relevant and applicable laws as well as the Constitution of the Company;

AND THAT the Board of the Company be and is hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities to give effect to the Proposed Share Capital Reduction, and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Share Capital Reduction.”

**SPECIAL RESOLUTION 2**

**PROPOSED AMENDMENT TO THE COMPANY’S EXISTING CONSTITUTION TO FACILITATE THE PROPOSED ESS (“PROPOSED AMENDMENT”)**

“THAT subject to the passing of Special Resolution 1, Ordinary Resolutions 1, 2 and 3, as well as the approval of all relevant regulatory authorities or parties being obtained (if required), the Company’s existing Constitution be altered, modified and varied in the following manner:-

Existing Clause 4(50)	Proposed New Clause 4(50)
To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Director of or may have served the Company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.	To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid, allowances, bonuses and to allot and issue and/or transfer shares or securities to any past or serving persons who may have been Director or employee of or may have served the Company and/or its subsidiaries, as the Company deems fit, or to the wives, children or other relatives or dependants of such persons and to establish, maintain and/or support (financially or otherwise) share or share option/incentive schemes and/or trusts for the benefit of any such persons or their wives, children or other relatives or dependants; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.

AND THAT the Board of the Company be and is hereby authorised to give effect to the Proposed Amendment, and to take all such steps as they may deem necessary or expedient in the best interests of our Company to implement, finalise and give full effect to the Proposed Amendment.”

**ORDINARY RESOLUTION 1**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 960,960,000 NEW ORDINARY SHARES IN KSB (“SHARE(S)”) (“RIGHTS SHARE(S)”) ON THE BASIS OF 7 NEW SHARES FOR EVERY 1 EXISTING SHARE IN KSB HELD, AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE (“RIGHTS ISSUE PRICE”) TOGETHER WITH UP TO 549,120,000 FREE DETACHABLE WARRANTS (“WARRANT(S)”) ON THE BASIS OF 4 WARRANTS FOR EVERY 7 RIGHTS SHARES SUBSCRIBED FOR, AT AN EXERCISE PRICE OF RM0.10 (“EXERCISE PRICE”) BY THE ENTITLED SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF KSB ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT subject to the passing of Special Resolution 1 and Ordinary Resolution 2, as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities and listing of and quotation for the Rights Shares, Warrants and new KSB Shares to be issued pursuant to the exercise of Warrants, the Board be and is hereby authorised to:

- (a) provisionally allot and issue by way of a renounceable rights issue of 960,960,000 Rights Shares together with 549,120,000 free Warrants to the Entitled Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an Entitlement Date to be determined by the Board, and/or their renounee(s), on the basis of 7 Rights Shares for every 1 KSB Share held together with 4 free Warrants for every 7 Rights Share subscribed;
- (b) fix the issue price of the Rights Shares and exercise price of the Warrants;
- (c) enter into and execute the Deed Poll and to do all acts, deeds and things as the Board deems fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll wherein each Warrant will carry the rights to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the “Exercise Period” as defined in the Deed Poll, for 1 new KSB Share at the exercise price of RM0.10 per Warrant;
- (d) allot and issue such number of additional warrants as provided in the Deed Poll and to adjust from time to time the exercise price of the Warrants as a consequence of any adjustments provided in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required); and
- (e) allot and issue such number of new KSB Shares to the holders of the Warrants (and additional Warrants, if any) upon the exercise of the relevant Warrants (and additional Warrants, if any) to subscribe for new KSB Shares during the Exercise Period, in accordance with the provisions of the Deed Poll;

AND THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons as the Board shall determine at its absolute discretion;

AND THAT proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 3 of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary or expedient in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

AND THAT the Rights Shares, Warrants and new KSB Shares to be issued pursuant to the exercise of Warrants (and additional Warrants, if any) shall be listed on the Main Market of Bursa Securities;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause delivered for on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board deems fit, necessary or expedient in the best interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

AND THAT the Rights Shares shall, upon allotment and issue, rank equally in all respects with the then existing KSB Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the Rights Shares;

AND THAT the new KSB Shares to be issued pursuant to the exercise of Warrants (including the additional Warrants, if any) shall, upon allotment and issue, rank equally in all respects with the then existing KSB Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the new KSB Shares to be issued pursuant to the exercise of Warrants (including the additional Warrants, if any);

AND FURTHER THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Rights Shares and Warrants (including additional Warrants, if any) to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants including the new KSB Shares to be issued pursuant to the exercise of the Warrants (and additional Warrants, if any).”

**ORDINARY RESOLUTION 2**

**PROPOSED SCHEME OF ARRANGEMENT WITH CREDITORS (“CREDITOR(S)”) OR “SCHEME CREDITOR(S)”) PURSUANT TO SECTION 366 OF THE ACT IN RESPECT OF THE AMOUNTS OWING TO THE SCHEME CREDITORS AGGREGATING RM138.47 MILLION AS AT THE 31 MARCH 2022, BEING THE CUT-OFF DATE USED FOR THE PURPOSE OF THE PROPOSED SCHEME OF ARRANGEMENT WITH CREDITORS (“CUT-OFF DATE”) (“PROPOSED SCHEME OF ARRANGEMENT”)**

“THAT, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, as well as the approval of all relevant regulatory authorities or parties being obtained (if required), the Board be and is hereby authorised to undertake the Proposed Scheme of Arrangement with the Creditors of KSB.

AND THAT authority be and is hereby given to the Board to undertake the Proposed Scheme of Arrangement and compromise pursuant to Section 366 and other relevant provisions of the Act with the Scheme Creditors for total liabilities owing to the Scheme Creditors as at the cut-off date of 31 March 2022.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause delivered for on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Scheme of Arrangement, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Scheme of Arrangement as the Board deems fit, necessary or expedient in the best interest of the Company or as may be imposed by any relevant authority including the Court or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Scheme of Arrangement in order to implement and give full effect to the Proposed Scheme of Arrangement.”

**ORDINARY RESOLUTION 3**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME (“ESS”), WHICH COMPRISES THE PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) (“PROPOSED ESOS”) AND PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE GRANT SCHEME (“ESGS”) (“PROPOSED ESGS”) (COLLECTIVELY, THE “PROPOSED ESS” OR “SCHEME” OR “ESS”) OF UP TO 15.00% OF THE TOTAL NUMBER OF ISSUED SHARES OF KSB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE PROPOSED ESS**

“THAT, subject to the passing of Special Resolutions 1 and 2 and Ordinary Resolutions 1 and 2, as well as the approval of all relevant regulatory authorities or parties being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:-

- (a) establish implement and administer the Proposed ESS of up to 15% of the total number of issued shares of KSB (excluding treasury shares, if any) at any point of time during the duration of the Proposed ESS for the eligible Director(s) and employee(s) of KSB and its subsidiaries (“KSB Group” or the “Group”) (“Eligible Person(s)”) in accordance with the provisions of the by-laws governing the Proposed ESS (“By-Laws”), a draft of which is set out in Appendix VII of the Circular, and to give full effect to the Proposed ESS to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (b) allot and issue and/or transfer such number of KSB Shares from time to time to the Eligible Persons upon the award of KSB Shares in writing to the Eligible Persons (“ESGS Award(s)”) and/or exercise of the share options awarded in writing to the Eligible Persons (“ESOS Option(s)”) to subscribe for new KSB Shares at prescribed exercise price, subject to the terms and conditions of the By-Laws (“ESOS Award(s)”), provided that the total number of such KSB Shares to be issued under the Proposed ESS shall not in aggregate exceed 15% of the total number of issued shares of KSB (excluding treasury shares, if any) at any point of time during the duration of the Proposed ESS. (Collectively, the ESGS Award(s) and ESOS Award(s) are referred to as “ESS Award(s)”).  
Any new KSB Shares to be allotted and issued shall, upon allotment and issuance, rank equally in all respects with the existing KSB Shares, shall be subject to the provisions of the Constitution of KSB save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which precedes the relevant date of allotment and issuance of the new Shares;
- (c) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESS from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESS;
- (d) extend the duration of the Proposed ESS for a period of up to another 5 years, provided always that such extension of the Proposed ESS made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Proposed ESS takes effect; and
- (e) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for new KSB Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESS;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESS;

AND THAT the draft By-Laws as set out in Appendix VII of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted.”

**ORDINARY RESOLUTIONS 4 TO 8**

**PROPOSED ALLOCATION OF ESS AWARDS TO THE DIRECTORS OF KSB**

“THAT, subject to the passing of Ordinary Resolution 3, as well as the approval of all relevant regulatory authorities or parties being obtained (where applicable), approval be and is hereby given to the Board to authorise the ESS Committee, from time to time throughout the duration of the Proposed ESS, to offer and grant the following Directors, ESOS Options and/or KSB Shares pursuant to the Proposed ESS, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws:-

No.	Name	Ordinary Resolutions
i.	Yong Loong Chen	Ordinary Resolution 4
ii.	Edward Tan Juan Peng	Ordinary Resolution 5
iii.	Suzana Manja Binti Ibrahim	Ordinary Resolution 6
iv.	Ong Phui Fatt	Ordinary Resolution 7
v.	Mohanadas A/L K.P.Balan	Ordinary Resolution 8

Provided always that:-

- (a) he/ she does not participate in the deliberation or discussion of his/ her own allocation;
- (b) not more than 10% of the new KSB Shares which may be made available under the Proposed ESS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him/ her, holds 20% or more of the issued shares of KSB; and
- (c) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

AND THAT the Board is also authorised to issue the corresponding number of KSB Shares arising from the exercise of the ESOS Options and/or pursuant to the ESGS Award(s) that may be awarded to him/ her under the Proposed ESS.”

**BY ORDER OF THE BOARD OF KHEE SAN BERHAD**

**SIEW SUET WEI (SSM PC NO. 202008001690) (MAICSA 7011254)**  
**KHOH MING SIANG (SSM PC NO. 202208000150) (MAICSA 7034037)**  
Company Secretaries

Petaling Jaya  
13 September 2024

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 October 2024 shall be eligible to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
2. A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporations’ common seal or under the hand of an officer or attorney 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 (1) 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.
5. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power of authority, must be deposited at the Company’s Registered Office at Unit 7-01, Level 7, Menara Laguna, No. 3 Jalan SS20/27, 47400 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. All resolutions set out in this notice of Meeting are to be voted by poll.
6. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data, which may include your name and mailing address, you hereby consent, agree, and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement, and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.