



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. (Please refer to the Explanatory Notes to the Agenda)
- To approve the payment of Directors' fees of RM1,055,000 for the financial year ended 31 December 2019. (Ordinary Resolution 1)
- To approve the payment of Directors' benefits of RM350,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
- To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:- (Ordinary Resolution 3)

 - Chan Lui Ming Ivan (Ordinary Resolution 4)
 - Maj-Gen (R) Dato' Muhammad Bin Yunus (Ordinary Resolution 5)
 - Tai Lam Shin (Ordinary Resolution 6)

- To re-elect Liew Foong Yuen who is retiring in accordance with Clause 78 of the Constitution of the Company. (Ordinary Resolution 7)
- To re-appoint Ernst & Young PTL as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 7)

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)
- 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." (Ordinary Resolution 9)
- 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 and subject to the Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities (if 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 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. THAT the authority conferred by such mandate shall continue to be in force until:
(i) 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;
(ii) 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
(iii) 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." (Ordinary Resolution 11)

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:
(a) 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);
(b) 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
(c) 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:
(i) 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;
(ii) 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
(iii) 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."
12. 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

NOTES:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxy corporate representatives **WILL NOT BE ALLOWED** to attend this General Meeting in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this General Meeting via Remote Participation using facilities ("RPV") provided by Tiscor Investor & Issuing House Services Sdn Bhd (the "Share Registrar") through its **TIH Online** at <https://tih.online>. Members are advised to read and follow the procedures provided in the Administrative Details enclosed herein in order to participate remotely via RPV.
- For the purposes of determining who shall be entitled to attend this General Meeting, the Company shall be requesting the Record of Depositors as at 17 August 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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 ("ombibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy to be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
(i) In hard copy form
To be deposited with the Company's Share Registrar 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.
(ii) By electronic means via Tiscor System, TIH Online
The proxy form can be lodged electronically via **TIH Online** website at <https://tih.online> (applicable to individual members only). Please refer to the Administrative Details for further information on electronic submission.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar 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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- For a corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment at the Company's Share Registrar 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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. The certificate of appointment shall be executed in the following manner:
(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Constitution of the corporate member.
(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member and executed by:
(a) at least two (2) authorised officers, of whom shall be a director; or
(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

- A member who has appointed a proxy or attorney or authorised representative to participate in this General Meeting must request his/her proxy or attorney or authorised representative to register himself/herself for the RPV at the Share Registrar's **TIH Online** website at <https://tih.online>. Please read and follow the procedures provided in the Administrative Details in order to participate remotely via RPV.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Last date and time for lodging the proxy form is **Tuesday, 25 August 2020 at 10.00 a.m.**

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the notice of general meeting will be put by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**
To receive the Audited Financial Statements
This item is meant for discussion only. The provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from the shareholders for the Audited Financial Statements. As such, this Agenda item will not be put for voting.
- Ordinary Resolution 1**
Payment of Directors' Fees
The payment of the Directors' fees of RM1,055,000 for the financial year ended 31 December 2019 will only be made if the proposed Ordinary Resolution 1 has been passed at the 50th AGM of the Company.
- Ordinary Resolution 2**
Payment of Directors' Benefits
Directors' benefits include benefits-in-kind and allowances payable to Directors and in determining the estimated amount, the Board has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committee for the period from the date of the forthcoming AGM until the next AGM as well as the number of Independent Directors involved in the meeting. In the event the proposed amount is insufficient (due to more meetings/enlarged board size), approval will be sought at the next AGM for the shortfall.

(v) Ordinary Resolutions 8 and 9
Proposed continuation in office of Too Hing Yeap @ Too Heng Yip and Maj-Gen (R) Dato' Muhammad Bin Yunus as Independent Non-Executive Directors

This proposed resolution, if passed, will empower the Directors to allot up to a maximum of 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.
The Company had, at the last AGM held on 30 May 2019, obtained the mandate from the shareholders to allot up to a maximum of 10% of the total number of issued shares of the Company. Amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak, the Board of Directors is desirous to seek shareholders' mandate to allot up to a maximum of 20% of the total number of issued shares of the Company in order to raise funds quickly and efficiently during this challenging time. This mandate will continue to be in force until 31 December 2021, unless such approval is revoked or varied by the Company at general meeting.
This mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The purpose of this general mandate is for possible fund-raising exercise for the purpose of funding current and/or future investment projects, working capital, acquisitions or pursuant to their application as the Directors 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 or purchased 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 50th AGM.

(vi) Ordinary Resolution 11
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue 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 Berhad 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 varied at a general meeting, will expire at the next AGM 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/circulars/AnnualReport2019/Circular to Shareholders.pdf](https://my.keckseng.com/circulars/AnnualReport2019/Circular%20to%20Shareholders.pdf).

(vii) Ordinary Resolution 12
Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, 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/circulars/AnnualReport2019/Circular to Shareholders.pdf](https://my.keckseng.com/circulars/AnnualReport2019/Circular%20to%20Shareholders.pdf).