誠成集團

**K. SENG SENG CORPORATION BERHAD**
Registration No.: 198501000983 (133427-W)
(Incorporated in Malaysia)

# NOTICE OF FORTY-FIRST ("41ST") ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 41st Annual General Meeting ("AGM") of K. Seng Seng Corporation Berhad ("KSSC" or the "Company") will be held at Unit 8-5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 28 May 2026 at 10:00 a.m. for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. — *Please refer to Explanatory Note (a)*
2. To approve the payment of Directors' Fees up to RM225,000 for the financial year ending 31 December 2026 and until the next AGM in 2027. — ***Ordinary Resolution 1*** *Explanatory Note (b)*
3. To approve the payment of Directors' Benefits up to RM28,000 for the period commencing from 29 May 2026 until the next AGM in 2027. — ***Ordinary Resolution 2*** *Explanatory Note (b)*
4. To re-elect Datuk Low Chin Koon, who retires in accordance with Clause 92 of the Company's Constitution and being eligible, has offered himself for re-election. — ***Ordinary Resolution 3*** *Explanatory Note (c)*
5. To re-elect the following Directors, who retire in accordance with Clause 99 of the Company's Constitution and being eligible, have offered themselves for re-election:
   (a) Mr Wong Pak Yii — ***Ordinary Resolution 4***
   (b) Mr Ng Heng Hong — ***Ordinary Resolution 5*** *Explanatory Note (c)*
6. To re-appoint Messrs HLB Ler Lum Chew PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. — ***Ordinary Resolution 6*** *Explanatory Note (d)*

**SPECIAL BUSINESS:**

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

7. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** — ***Ordinary Resolution 7*** *Explanatory Note (e)*

   "**THAT**, subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued and allotted pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

   **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

   **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier."

8. **Proposed Authority for Share Buy-Back** — ***Ordinary Resolution 8*** *Explanatory Note (f)*

   "**THAT**, subject to the provisions of the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other applicable laws, guidelines, rules and regulations for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("KSSC Shares") as may be determined by the Directors from time to time through Bursa Malaysia Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of KSSC Shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the Company's total number of issued shares as at the point of purchase(s);

   **THAT** the maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/unaudited financial statements of the Company (where applicable) available at the time of the purchase(s);

   **THAT** authority be and is hereby given to the Directors to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of KSSC Shares so purchased by the Company in the following manners:

   (i) the KSSC Shares so purchased could be cancelled or transferred; or
   (ii) the KSSC Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Malaysia Securities in accordance with the relevant rules of Bursa Malaysia Securities and/or transferred in accordance with the Act and/or be cancelled subsequently; or
   (iii) combination of items (i) and (ii) above;

   **THAT** the authority conferred by this resolution will be effective immediately from the passing of this resolution and shall continue to be in force until:

   (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the said authority would lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
   (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
   (c) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting,

   whichever occurs first;

   **AND THAT** the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the KSSC Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

9. 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,**

**KHOO MING SIANG (MAICSA 7034037) (SSM PC No. 202208000150)**
**CHAN MIN WAI (MIA 26548) (SSM PC No. 202108000131)**
**YIP WEI LUN (MIA 47569) (SSM PC No. 202208000373)**
Company Secretaries

Selangor Darul Ehsan
29 April 2026

**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 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.
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. To be valid, this form may be made via hardcopy or by electronic means in the following manners and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof at which the person named in the appointment proposes to vote:

   (i) In hardcopy form

   The proxy form shall be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur or alternatively deposit in the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

   (ii) By electronic means

   Alternatively, the proxy form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal ("the Portal") at https://srmy.vistra.com.
6. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 21 May 2026 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 41st AGM will be put to vote by way of a poll.

**EXPLANATORY NOTES:-**

**(a) Audited Financial Statements for financial year ended 31 December 2025**

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) Ordinary Resolutions 1 and 2: Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for financial year ending 31 December 2026 and until the next AGM in 2027, as well as Benefits to the Non-Executive Directors ("NEDs"). The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM remains the same.

**(c) Ordinary Resolutions 3, 4 and 5: Re-election of Directors**

Clause 92 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Clause 99 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The Board through its Nomination and Remuneration Committee had assessed the retiring Directors and agreed that they meet the fit and proper criteria prescribed in the Fit & Proper Policy of the Company.

The profiles of the retiring Directors standing for re-election are set out in the Annual Report 2025.

**(d) Ordinary Resolution 6: Re-appointment of Auditors**

The Board and Audit and Risk Management Committee had at their respective meetings on 15 April 2026 recommended the re-appointment of Messrs HLB Ler Lum Chew PLT for the financial year ending 31 December 2026. Messrs HLB Ler Lum Chew PLT have met the criteria prescribed under the Paragraph 15.21 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad and indicated their willingness to continue their services for the next financial year.

**(e) Ordinary Resolution 7: Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Company had during its 40th AGM held on 28 May 2025 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company.

The proposed Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016, if passed, will give authority to the Directors of the Company to issue and allot shares in the Company, grant rights to subscribe for shares, convert any security into shares or allot shares under an agreement or option or offer 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 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 or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

The Renewed Mandate will provide flexibility to the Company to issue and allot shares for funds raising, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions, and/or repayment of borrowings, and/or debt settlement/repayment, without further delay and cost in convening general meetings to approve such issuance of shares.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the 40th AGM which will lapse at the conclusion of the 41st AGM.

**(f) Ordinary Resolution 8: Proposed Authority for Share Buy-Back**

The proposed adoption of Ordinary Resolution No. 8, if passed, will enable the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders dated 29 April 2026 for further information.

**STATEMENT ACCOMPANYING THE NOTICE OF 41st ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

**1) Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is standing for election as a Director at the 41st AGM of the Company.

**2) General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Explanatory Note (e) as stated in the Notice of the 41st AGM of the Company for details.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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K. SENG SENG CORPORATION BERHAD
Company No.: 198501000983 (133427-W)

**ADMINISTRATIVE NOTES FOR THE FORTY-FIRST ANNUAL GENERAL MEETING ("41st AGM") OF K. SENG SENG CORPORATION BERHAD ("KSSC" OR "COMPANY")**

| | | |
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| Day and Date | : | **Thursday, 28 May 2026** |
| Time | : | **10.00 a.m. or at any adjournment thereof** |
| Venue | : | **Unit 8-5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor Darul Ehsan** |

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**REGISTRATION ON THE DAY OF THE 41st AGM**

1. The registration counter will open at 9:00 a.m. and will remain open until the conclusion of the 41st AGM or such time as may be determined by the Chairman of the meeting.

2. Please present your ORIGINAL MyKad or Passport (for foreign shareholder) during registration for verification.

3. Please note that you are not allowed to register on behalf of another shareholder/proxy, even with the original MyKad or Passport of that other shareholder/proxy. Please make sure you collect your MyKad or Passport after the registration.

4. After verification and registration, you will be given an identification wristband. If you are attending the Meeting as a shareholder as well as proxy, you will be registered once and will only be given one identification wristband to enter the meeting hall.

**CORPORATE MEMBERS**

Corporate members who wish to appoint corporate representatives instead of proxy, must deposit their original or duly certified of appointment of corporate representative with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd on or before the 41st AGM.

**APPOINTMENT OF PROXY OR ATTORNEY**

1. Only members whose names appear on the Record of Depositors as at **21 May 2026** shall be eligible to attend, speak and vote at the 41st AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

2. Members can appoint the Chairman of the Meeting as their proxy and indicate the voting instruction in the proxy form.

3. Accordingly, proxy form and/or documents relating to the appointment of proxy/attorney for the 41st AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner and must be received by the Company not less than 48 hours before the time set for the 41st AGM or not later than **Tuesday, 26 May 2026 at 10:00 a.m.**:

   (i) <u>In Hard copy form:</u>

   In the case of an appointment made in hard copy form (by hand/post), the proxy form shall be deposited with the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By Electronic form:

The procedures to submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal ("the Portal") are summarised below:

| Procedure | Action |
|---|---|
| **i. Steps for Individual Shareholders** | |
| Register as a User at the Portal | 1. Visit the website at https://srmy.vistra.com.<br>2. Click "Register" and select "Individual Holder" and complete the New User Registration Form.<br>3. For guidance, you may refer to the tutorial guide available on the homepage.<br>4. Once registration is completed, you will receive an email notification to verify your registered email address.<br>5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved.<br>6. Once you receive the confirmation, activate your account by creating your password.<br><br>*If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.* |
| Proceed with submission of proxy form | 1. After the release of the Notice of Meeting by the Company, login with your email address and password.<br>2. Select the corporate event: "**K. SENG SENG CORPORATION BERHAD 41ST AGM**".<br>3. Navigate to the 3 dots at the end of the corporate event and choose **"SUBMISSION OF PROXY FORM"**.<br>4. Read and agree to the Terms and Conditions and confirm the Declaration.<br>5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf.<br>6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.<br>7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN.<br>8. Print the proxy form for your record. |
| **ii. Steps for Corporation or Institutional Shareholders** | |
| Register as a User at the Portal | 1. Visit the website at https://srmy.vistra.com.<br>2. Click "**Register**" and select "**Representative of Corporate Holder**" and complete the New User Registration Form.<br>3. Complete the registration form with your personal details.<br>4. Once registration is completed, you will receive an email notification to verify your registered email address.<br>5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved.<br>6. Once you receive the confirmation, activate your account by creating your password.<br><br>*Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.* |

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| Proceed with submission of proxy form | 1. Login to https://srmy.vistra.com with your email address and password.<br>2. Select the corporate event: "**K. SENG SENG CORPORATION BERHAD 41ST AGM**".<br>3. Navigate to the icon ">" at the end of the corporate event.<br>4. Read and agree to the Terms and Conditions and confirm the Declaration.<br>5. Select the corporate holder's name.<br>6. Proceed to download the submission file.<br>7. Prepare the file for the appointment of proxy(ies) by inserting the required data.<br>8. Proceed to upload the duly completed proxy appointment file.<br>9. Select "**Confirm**" to complete your submission.<br>10. Print the confirmation report of your submission for your record. |

**ENQUIRY**

If you have any enquiry prior to the meeting, you may contact the Share Registrar during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except public holidays).

| **Tricor Investor & Issuing House Services Sdn. Bhd.** | | |
|---|---|---|
| Telephone Number | General Line | 603-2783 9299 |
| Contact Person | Mr Mohammad Amirul Iskandar | 603-2783 9279<br>mohammad.amirul@vistra.com |
| | Mr Syafiqul Hafidz | 603-2783 9024<br>syafiqul.hafidz@vistra.com.com |
| Email | is.enquiry@vistra.com | |