



KEN HOLDINGS BERHAD

Registration No.: 198301010855 (106173-M)
(Incorporated in Malaysia)

NOTICE OF POSTPONED 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponed 37th Annual General Meeting (“AGM”) of Ken Holdings Berhad (“KEN” or the “Company”) will be held on a fully virtual basis through the Online Meeting Platform of TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd on Monday, 27 September 2021, at 10.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon. **(Refer Note 11(a))**
2. To approve the payment of Directors’ fees of RM120,000/- (2019: RM120,000) from 1 January 2020 till the next AGM of the Company or any adjournment. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clause 114 of the Company’s Constitution and, being eligible, offer themselves for re-election:
(a) Dato’ Tan Boon Kang **(Ordinary Resolution 2)**
(b) Tan Moon Hwa **(Ordinary Resolution 3)**
4. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**
5. As Special Business:
To consider and, if thought fit, to pass the following Ordinary Resolutions:

Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

(Ordinary Resolution 5)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 20% General Mandate”).

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021.

THAT with effect from 1 January 2022, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.04 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 10% General Mandate”).

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as “Proposed General Mandate”)

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

6. **Proposed Renewal of Authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares of the Company (“Proposed Renewal of Share Buy-Back”)**

(Ordinary Resolution 6)

“**THAT**, subject to compliance with Section 127 of the Act, the Constitution of the Company, the Listing Requirements and all other applicable laws, regulations and guidelines, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company (“Proposed Purchase”) as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT, upon completion of the purchase by the Company of its own shares, the Directors are authorised to retain the shares as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder **AND THAT** the Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the Company’s shareholders or to deal with the treasury shares in the manners as allowed by the Act;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- (a) the conclusion of the next AGM of the Company following at which time the authority shall 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 is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders at a General Meeting,

whichever occur first but not so as to 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 other relevant authorities **AND THAT** authority be and is hereby given to Directors of the Company to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities.”

7. To transact any other ordinary business for which due notice shall have been given.

BY ORDER OF THE BOARD,

ANDREA HUONG JIA MEI (MIA 36347)
SSM PC NO: 202008003125
Company Secretary

Kuala Lumpur
27 August 2021

Notes:

1. The Postponed 37th AGM of the Company will be held on a **fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Facilities.**
2. Members are entitled to participate (including posing questions to the Board via real-time submission of typed texts) and vote remotely at the Postponed 37th AGM using RPV Facilities provided by the Company’s Share Registrar via TIIH Online website at <http://tiih.online>. Please refer to the Administrative Guide for the Postponed 37th AGM.

A member who has appointed a proxy or authorised representative to participate and vote at the Postponed 37th AGM via the RPV Facilities must request his/her proxy or authorised representative to register himself/herself for RPV via TIIH Online website at <http://tiih.online>.

As the postponed 37th AGM is a virtual AGM, members who are unable to participate in the AGM may appoint the Chairman of

the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

3. A member of the Company entitled to attend, speak and vote at Postponed 37th AGM via RPV Facilities is entitled to appoint any person as his/her proxy to attend, speak and vote instead of him/her at the Postponed 37th AGM. There shall be no restriction as to the qualification of proxy.
4. A member may appoint up to two (2) persons to be his/her proxy. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
5. Where a member is an Authorised nominee, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares standing to the credit of the said securities account.
6. Where a member of the Company is an Exempt Authorised Nominee (“EAN”) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
7. In the case of a corporate body, the proxy appointed must be in accordance with the Constitution, and the instrument appointing a proxy shall be given under the Company’s Common Seal or under the hand of an officer or attorney duly authorised.
8. The instrument appointing the proxy must be deposited at the 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 by electronic lodgement via TIIH Online at <https://tjih.online> (applicable to individual shareholders only), not less than 48 hours before the time set for the meeting or any adjournment thereof. Please refer to the Administrative Guide for the Postponed 37th AGM for further information.
9. For purposes of determining who shall be entitled to attend, speak and vote at the Postponed 37th AGM, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 63 of the Constitution of the Company and Paragraph 7.16(2) of the Listing Requirements, a Record of Depositors as at 17 September 2021 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote remotely at the Postponed 37th AGM or appoint proxy to attend, speak and vote remotely in his/her stead.
10. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.
11. **Explanatory Notes on Ordinary and Special Business:**

(a) **Audited Financial Statements for financial year ended 31 December 2020**

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders’ approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this item on the Agenda is not put forward for voting by the shareholders of the Company.

(b) **Ordinary Resolution 1**

Section 230(1) of the Companies Act 2016 provides amongst others, that “the fees” of the Directors and “any benefits” payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholder’s approval shall be sought at the Postponed 37th AGM on the Directors fees.

(c) **Resolution pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being (“Proposed 20% General Mandate”) up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit (“Proposed 10% General Mandate”) according to Paragraph 6.03 of the Listing Requirements.

The authority for the Proposed 10% general Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year’s mandate. The 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, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

(d) **Resolution in respect of the Proposed Renewal of Share Buy-Back**

Resolution No. 6, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued shares of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next AGM. Please refer to the Share Buy-Back Statement dated 25 May 2021 for further information.