

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting ("AGM") of Kia Lim Berhad will be held at Diamond Room, Level 2, The Katerina Hotel, 8, Jalan Zabedah, 83000 Batu Pahat, Johor Darul Takzim on Thursday, 27 August 2020 at 12.00 noon to transact the following businesses.

### Agenda

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Directors' and Auditors' Report thereon. *Refer to Note (a)*
2. To approve the proposed payment of Directors' fees and benefits for the Company and its subsidiaries of up to RM121,800.00 for the financial year ending 31 December 2020. **RESOLUTION 1**  
*Refer to Note (b)*
3. To re-elect the following Directors who retire during the year in accordance with Article 90 of the Company's Constitution and being eligible, offer themselves for re-election: -  
  - (i) Mr Loh Chee Kan **RESOLUTION 2**  
*Refer to Note (c)*
  - (ii) En Mohd Salleh Bin Jantan **RESOLUTION 3**  
*Refer to Note (c)*
4. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **RESOLUTION 4**  
*Refer to Note (d)*

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

5. **ORDINARY RESOLUTION 1**  
**AUTHORITY TO ALLOT SHARES – SECTIONS 75 (1) AND 76 (1)** **RESOLUTION 5**  
*Refer to Note (e)*

"THAT pursuant to Sections 75 (1) and 76 (1) of the Companies Act, 2016 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority conferred by this resolution shall commence upon passing this resolution until:

  - (a) the conclusion of the annual general meeting held next after the approval was given; or
  - (b) the expiry of the period within which the next annual general meeting is required to be held after the approval was given,

whichever occurs first."
6. **ORDINARY RESOLUTION 2**  
**CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR** **RESOLUTION 6**  
*Refer to Note (f)*

"THAT authority be and is hereby given to Mr Loh Chee Kan to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance."
7. **ORDINARY RESOLUTION 3**  
**CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR** **RESOLUTION 7**  
*Refer to Note (f)*

"THAT authority be and is hereby given to Mr Chua Syer Cin to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance."
8. **ORDINARY RESOLUTION 4**  
**CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR** **RESOLUTION 8**  
*Refer to Note (f)*

"THAT authority be and is hereby given to En Mohd Salleh Bin Jantan to continue to serve as an Independent Director of the Company in accordance with Malaysian Code On Corporate Governance."
9. To transact any other business appropriate to an AGM, due notice of which shall have been previously given in accordance with the Act and the Company's Constitution.

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## BY ORDER OF THE BOARD

LEONG SIEW FOONG  
(MAICSA 7007572) (CCM PC No.: 202008001117)  
Company Secretary

Johor Bahru  
28 July 2020

## NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. The 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 a meeting of a company shall have the same rights as the member to speak at the meeting.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
6. The instrument appointing a proxy must be deposited at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

## EXPLANATORY NOTES:

- (a) This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, it is not put forward for voting.
- (b) Directors' fees and benefits

## Directors' remuneration

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 shareholders' approval shall be sought at Twenty-Fifth Annual General Meeting ("25th AGM") on the Directors' remuneration tabled in Resolution 1.

## Directors' fees

The Board decided that the Directors' fees for financial year ("FY") ending 31 December 2020 be maintained as the previous FY subject to the performance of the Company and the current global economy. The detailed Directors' fees are contained in page 15 of Corporate Governance Overview Statement in the Annual Report.

## Benefits payable to Directors

The benefits payable to Directors comprised the allowance and other emoluments payable to the Chairman and members of the Board of the Company and its subsidiaries.

The Directors' current and proposed remuneration structure is detailed as below:

Remuneration for Directors of the Company	2019 Amount (RM)	Proposed 2020 Amount (RM)
Fee for Chairman	35,000	35,000
Fee for each Independent Non-Executive Director	20,000	20,000
Fee for each Executive Director	15,000	15,000
Meeting Allowance per meeting *	800	800

\* Only for Non-Executive Directors.

Payment of benefits to the Directors will be made by the Company as and when incurred, after they have discharged their responsibilities and rendered their services to the Company for the FY ending 31 December 2020, based on the proposed benefits, if the proposed Resolution 1 is passed at the 25th AGM.

## NOTICE OF ANNUAL GENERAL MEETING (COND'T)

### EXPLANATORY NOTES (CONT'D):

- (c) Re-election of Directors who retire in accordance with Article 90 of the Company's Constitution.

Article 90 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. With the current Board size of Five (5), two (2) Directors are to retire in accordance with Article 90 of the Company's Constitution provided that all Directors shall retire from office once at least in every three (3) years and shall be eligible for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 25th AGM, the Nomination Committee ("NC") has considered the following:

- (1) The assessment of the individual Director's level of contribution to the Board through each of their skills, experience and strength in qualities; and
- (2) The level of independence demonstrated by each of the Non-Executive Directors ("NEDs"), and their ability to act in the best interests of the Company in decision-making, to ensure that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

In line with the Malaysian Code on Corporate Governance ("MCCG"), the Board has conducted an assessment of independence of the NEDs, and also other criteria i.e. character, integrity, competence, experience and time commitment in effectively discharging their respective roles as Directors of the Company. The Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. Each of the NEDs has also provided his/her annual declaration/confirmation of independence bi-annually of 2019.

The Board accepted the NC's recommendation that the Directors who retire in accordance with Article 90 of the Company's Constitution are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

- (d) Re-appointment of Auditors

Pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs Ernst & Young PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Messrs Ernst & Young PLT, have indicated their willingness to continue their service until the conclusion of next AGM. The re-appointment of Messrs Ernst & Young PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Resolution 4, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

- (e) Authority to Directors to allot and issue shares pursuant to Sections 75 (1) and 76 (1) of the Companies Act, 2016

The proposed Resolution 5 under item 5 of the agenda above, if passed, will empower the Directors of the Company, from the date of the 25th AGM, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Twenty-Fourth Annual General Meeting ("24th AGM") held on 28 May 2019. The renewal of general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/ or future investment projects, working capital and/or acquisitions which the Directors deem necessary and feasible.

Up to date of this Notice, the Company has not issued any shares pursuant to the mandate granted to the Directors at the 24th AGM as there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

- (f) Continuation of terms of office as Independent Directors

Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan are Independent Directors of the Company who have served the Company for more than nine years.

In line with the MCCG, the NC has assessed their independence as defined in Bursa Securities Listing Requirements which have not been compromised all these while. In fact, they exercise their judgment in an independent and unfettered manner, discharge their duties with reasonable care, skill and diligent; bringing independent thought and experience to board deliberations and decision making process all these while which is valuable to the Company. Hence, the Board recommends Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan to continue their office as Independent Directors according to the Resolution 6, 7 and 8 put forth at the 25th AGM.

Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan shall be subjected to two-tier voting in accordance with the MCCG as they have served the Company for more than 12 years.

## ADMINISTRATIVE GUIDE OF TWENTY-FIFTH ANNUAL GENERAL MEETING ("25TH AGM") FOR THE SHAREHOLDERS OF KIA LIM BERHAD

Dear Valued Shareholders,

In view of the COVID-19 outbreak, your safety remains our utmost priority. The 25th AGM of the Company will be conducted in accordance with the General Standard Operating Procedures to Government and Private Sector ("General SOP") issued by Malaysian National Security Council on 16 June 2020 and Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia on 18 June 2020 ("SC Guidance Note & FAQs").

This Administrative Guide is necessary to introduce safety measures and controls to be undertaken by the Company to safeguard the well-being of our shareholders/proxies during the 25th AGM as well as to comply with the Government and/or authorities' directives and guidelines on public gatherings and events which may be issued from time to time.

The Company wishes to highlight that the 25th AGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.

### Public Health Precautions and Preventive Measures

- In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests could take all the necessary precautions and preventive measures as issued by the Ministry of Health when attending the 25th AGM.
- If you are unwell with **sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath**, and/or you are under high risk group which is **above age of 60**, your attendance in person at the 25th AGM will be denied. You are hereby strongly advised and encouraged to submit your Form of Proxy prior to the 25th AGM.
- To safeguard the health and safety of shareholders, proxies and invited guests who may be attending the 25th AGM in person, the Company will also implement the following precautionary measures for the 25th AGM:-
  - (a) The Company will limit the number of attendees including invited guests to be physically present at the venue of the 25th AGM to 30 based on the size of the venue. Hence, the total **shareholders present in person or by proxy or attorney or authorised representative shall preferably be limited to 20 only or lesser** after taking into consideration of the attendance of the Directors, Group Head of Finance, Company Secretary, Poll Administrator, Scrutineers and Auditors. The registration for the 25th AGM shall on **first-come-first-serve basis**.
  - (b) Shareholders, proxyholders and corporate representatives ("Participants") will have to go through a compulsory body temperature screening and will be required to provide his/her health declaration via MySejahtera application during the registration process, specifically to facilitate the Company in preventing any potential spread of COVID-19. Any person with a body temperature of above 37.5°C or is experiencing any symptoms of being unwell above, you will **NOT** be allowed to enter the venue of the 25th AGM.
  - (c) Wearing a face mask in advance and throughout the 25th AGM proceedings is highly encouraged. Please be informed that the Company will not be providing face masks.
  - (d) We strongly advise you to frequently wash your hands and use the hand sanitiser before and after the 25th AGM. Hand sanitiser will be provided by the Company.

### Registration

1. Pursuant to SC Guidance Note & FAQs, the Participants who will be attending the 25th AGM in person are required to pre-register themselves with the Company by providing their name, NRIC/Passport No. and CDS account no. to the Company via email at [agm25@kialim.com.my](mailto:agm25@kialim.com.my) not later than Wednesday, **19 August 2020 at 12.00 noon**, otherwise the attendance of Participants in person will be denied. Participants will be notified via email once the registration is successful. This is to allow the Company to make necessary arrangements for the 25th AGM.
2. The Company is abiding with the General SOP issued by Malaysian National Security Council in conducting the 25th AGM. Please present your original MyKad to the registration staff for verification against the pre-registration of attendance.
3. Please download the MySejahtera application in advance and upon verification and body temperature screening, scan the QR code for health declaration during the registration process. Please be mindful of one metre social distancing.

### No Refreshment

To ensure social distancing as well as a measure to reduce the size of crowd or number of attendees at the 25th AGM, there will be no foods and drinks served to shareholders, proxies and invited guests during the 25th AGM.

### Voting by Proxy

For the health and safety of shareholders, the Company would like to encourage shareholders to exercise their right to vote at the 25th AGM by appointing the Chairman of the 25th AGM as their proxy and indicate the voting instructions in the Form of Proxy instead of attending the 25th AGM in person.

If a shareholder is unable to attend the 25th AGM on **27 August 2020**, he/she can appoint the Chairman of the meeting as his/her proxy to attend, speak and vote in his/her stead. Please submit your Form of Proxy to the office of the Company's Registered Office, Boardroom Corporate Services Sdn Bhd at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor Darul Takzim not later than Tuesday, **25 August 2020 at 12.00 noon**.

### Enquiry

If you have any enquiries prior to the 25th AGM, please contact the following during the office hours from Mondays to Fridays, 9.00 a.m. to 5.30 p.m. (except on public holidays):-

Kia Lim Berhad

Ms Lim Ling Yee  
 General Line : 607-4186230 (Ext: 41)  
 Fax Number : 607-4188900  
 Email : [agm25@kialim.com.my](mailto:agm25@kialim.com.my)

**REMINDER**

Dear Shareholders,

Please be reminded that moving forward, the notices of meetings, circulars and any other documents/communication may be sent to you via electronic means e.g. email, SMS, etc.

To enable you to receive the above by way of electronic means, you are advised to furnish or update your email address and mobile number with Bursa Malaysia Depository Sdn Bhd through your stock broker.

Thank you.

## FORM OF PROXY

CDS ACCOUNT NO.	
NO. OF SHARES HELD	

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member/members

of **Kia Lim Berhad**, hereby appoint (1) Mr/Ms \_\_\_\_\_  
(NRIC No. \_\_\_\_\_) of \_\_\_\_\_

or failing whom, \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of \_\_\_\_\_

as my/our proxy to vote for \*me/us and on \*my/our behalf at the **Twenty-Fifth Annual General Meeting** of the Company to be held at Diamond Room, Level 2, The Katerina Hotel, 8, Jalan Zabedah, 83000 Batu Pahat, Johor Darul Takzim on Thursday, 27 August 2020 at 12.00 noon and, at every adjournment thereof \*for/against the resolutions to be proposed thereat.

\*My/Our proxy is to vote as indicated below: -

Resolutions	Agenda	For	Against
1.	To approve the proposed payment of Directors' fees and benefits for the Company and its subsidiaries of up to RM121,800.00 for the financial year ending 31 December 2020.		
2. 3.	To re-elect the following Directors retiring according to the Company's Constitution: - i. Mr Loh Chee Kan ii. En Mohd Salleh Bin Jantan		
4.	To re-appoint Messrs Ernst & Young PLT as auditors.		
5.	To approve the authority to allot shares - Sections 75 (1) and 76 (1).		
6.	To approve the continuing terms of office of Mr Loh Chee Kan as an Independent Director.		
7.	To approve the continuing terms of office of Mr Chua Syer Cin as an Independent Director.		
8.	To approve the continuing terms of office of En Mohd Salleh Bin Jantan as an Independent Director.		

*Please indicate with a cross (X) in the space whether you wish your votes to be cast for or against the resolution. In the absence of such specific directions, your proxy will vote or abstain as he thinks fit.*

As witness my hand this ..... day of .....2020 .....  
Signature of Member(s)

## NOTES:

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. The 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 a meeting of a company shall have the same rights as the member to speak at the meeting.
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- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
- The instrument appointing a proxy must be deposited at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

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**STAMP**

The Company Secretary

**KIA LIM BERHAD**

Reg. No. 199501013667 (342868-P)

Suite 9D, Level 9,  
Menara Ansar,  
65, Jalan Trus, 80000 Johor Bahru,  
Johor Darul Ta'zim.

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**KIA LIM BERHAD**

Reg. No. 199501013667 (342868-P)

**ANNUAL GENERAL MEETING  
BOOKLET 2019**