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KECK SENG INVESTMENTS (HONG KONG) LIMITED

激成投資（香港）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 184)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of the Company will be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on Tuesday, 31 May 2022 at 12:00 noon for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors thereon for the year ended 31 December 2021;
2. To declare a final dividend of HK\$0.04 per share;
3. (a) To re-elect Ms. YU Yuet Chu Evelyn as Executive Director;
(b) To re-elect Mr. HO Kian Cheong as Non-executive Director;
(c) To re-elect Mr. YU Hon To David as Independent Non-executive Director;
(d) To re-elect Mr. Stephen TAN as Independent Non-executive Director; and
(e) To authorise the Board to fix the Directors' remuneration;
4. To re-appoint KPMG as Auditors and to authorize the Board to fix their remuneration;

To consider and, if thought fit, pass by way of special business, with or without amendments, the following resolutions as an Ordinary Resolutions:

5. **“THAT**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
 - (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of the Company,

shall not exceed 20% of the total number of issued shares in the share capital of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. **“THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT the new articles of association of the Company (the “New Articles of Association”), a copy of which has been produced to the Meeting marked “A” and for identification purpose signed by the Chairman of the Meeting, which, among other things, does not include any “objects” clauses, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association of the Company with immediate effect after the announcement by the Company of the poll result that this resolution was duly passed as a Special Resolution and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

On Behalf of the Board
Keck Seng Investments (Hong Kong) Limited
HO Kian Guan
Executive Chairman

Hong Kong, 21 April 2022

Notes:

- (a) The Register of Members of the Company will be closed for the following periods:
- (i) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming Annual General Meeting to be held on Tuesday, 31 May 2022, the Register of Members of the Company will be closed from Thursday, 26 May 2022 to Tuesday, 31 May 2022, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 25 May 2022, being the last share registration date.
 - (ii) For the purpose of determining shareholders who are qualified for the final dividend (if approved), the Register of Members of the Company will be closed from Tuesday, 7 June, 2022 to Thursday, 9 June 2022, both days inclusive. In order to qualify for the final dividend (if approved), all transfer documents should be lodged for registration with the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 6 June 2022, being the last share registration date.
- (b) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. To be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 12:00 noon on Saturday, 28 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be).
- (c) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and for good corporate governance practice, each of the resolutions set out in this notice will be voted on by poll.
- (d) A member who is a corporation may by resolution of its directors or other governing body authorize any of its officials or any other person to act as its representative at the meeting and exercise the same powers on its behalf as if he had been an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorized is present thereat.
- (e) References to time and dates in this notice are to Hong Kong time and dates.
- (f) In view of the ongoing COVID-19 pandemic, the Company will implement, in addition to the hygiene measures that may be implemented by Club Lusitano, the following precautionary measures at the Annual General Meeting to protect attendees, including but not limited to:
- (i) mandatory temperature check will be conducted for every attendee at the entrance to the meeting venue.;
 - (ii) every attendee is required to wear face-mask throughout the meeting;
 - (iii) limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid over-crowding;
 - (iv) no refreshment will be served; and
 - (v) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any person, who (1) does not comply with the precautionary measures referred to in (i) and (ii) above; (2) is having a body temperature of over 37.3 degree Celsius; (3) is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the Annual General Meeting or has close contact with any person under quarantine; (4) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; or (5) has any flu-like symptoms or is otherwise unwell, may be denied entry into the venue of the Annual General Meeting at the absolute discretion of the Company so as to ensure the health and safety of the attendees of the Annual General Meeting.

Shareholders should not attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company strongly encourages Shareholders to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions and to return his/her proxy form(s) by the time specified in note (b) above, instead of attending the Annual General Meeting in person.

- (g) Due to the potential unpredictable development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the Annual General Meeting at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.keckseng.com.hk) for further announcement(s) and update(s) on such arrangements and/or further precautionary measures to be taken.
- (h) As at the date of this announcement, the Board of the Company comprises Mr. HO Kian Guan, Mr. HO Kian Hock, Mr. TSE See Fan Paul, Mr. CHAN Lui Ming Ivan, Ms. YU Yuet Chu Evelyn, Mr. HO Chung Tao and Mr. HO Chung Hui (whose alternate is Mr. HO Chung Kain) as executive directors, Mr. HO Kian Cheong (whose alternate is Mr. HO Chung Kiat Sydney) as non-executive director, and Mr. KWOK Chi Shun Arthur, Ms. WANG Poey Foon Angela, Mr. YU Hon To David and Mr. Stephen TAN as independent non-executive directors.