

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Friday, 28 June 2013 at 11:00 a.m. to transact the following business:-

**Ordinary business**

- To receive the Audited Accounts for the year ended 31 December 2012 and the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:
  - Tay Hock Lee
  - Matthew Tee Kai Woon
- To re-elect the following Directors who retire pursuant to Article 87 of the Company's Articles of Association:
  - Tan Kwe Hee
  - Dato' Yeow Wah Chin
  - Ir. Ghazali Bin Bujang
  - Mohd Najib Bin Abdul Aziz
- To approve the final dividend of 2% less 25% income tax in respect of the financial year ended 31 December 2012.
- To ratify and approve directors' annual fees of RM492,000.00.
- To re-appoint Messrs Baker Tilly Monteiro Heng (AF 0117) as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Special business**

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

**7. Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transactions**

"THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to Shareholders of the Company dated 6 June 2013 which are necessary for their day-to-day operations with:

- Sea Travel and Tours Sdn. Bhd. and New Hong Wah Holdings Sdn. Bhd.
- Kumpulan Melaka Bhd.
- Ideal Heights Properties Sdn. Bhd.
- Dimara Building System Sdn. Bhd.
- Dimara Construction Sdn. Bhd.

subject further to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
  - the conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
  - the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 143(1) of the Companies Act, 1965, without regard to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or
  - revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions."

**8. Proposed authority to allot shares pursuant to section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting 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 to be issued does not exceed 10% of the issued and paid-up share capital 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 Securities."

**9. Proposed Renewal of Authority by the Company to Purchase up to Ten Percent (10%) of its Issued and Paid-Up Share Capital ("Proposed Renewal of Share Buy-Back")**

"THAT, subject to the Companies Act, 1965, rules, regulations and orders made pursuant to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Securities and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the issued and paid-up capital of the Company at any one time; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

AND THAT the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Companies Act, 1965) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Companies Act, 1965, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Directors be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 and to take all such steps and to enter into and execute all commitments, transactions, deed, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities;

AND FURTHER THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the

Company in general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities."

**10. Proposed Private Placement of up to 44,108,000 new ordinary shares of RM1.00 each in Bina Puri Holdings Bhd. ("Bina Puri Shares") ("Placement Shares"), representing approximately thirty percent (30%) of the enlarged issued and paid-up share capital of the Company (excluding treasury shares, if any) ("Proposed Private Placement")**

"THAT, subject to all approvals being obtained from the relevant authorities, including but without limiting, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 44,108,000 Placement Shares at an issue price to be determined based on the five (5)-day volume weighted average market price of Bina Puri Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than ten percent (10%) or at par value, whichever is higher, to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the Circular to Shareholders dated 6 June 2013.

THAT the Placement Shares, shall upon allotment and issue, rank *pari passu* in all respects with the existing Bina Puri Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

**Notice of Dividend Entitlement and Payment**

NOTICE IS ALSO HEREBY GIVEN that the final dividend, if approved, will be paid on 31 July 2013 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 19 July 2013.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 19 July 2013 in respect of transfers; and
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

TOH GAIK BEE  
MAICSA 7005448  
Company Secretary

Selangor Darul Ehsan  
Date: 6 June 2013

**Notes:**

- A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- In the event the member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his proxy.
- A Member of the Company who is entitled to attend and vote at a meeting of the Company or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting.
- Where a Member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with 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 (1) 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 account it holds.  
  
An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- To be valid the proxy form duly completed must be deposited at the Registered Office of the Company at Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 24 June 2013 shall be eligible to attend the Twenty-Second Annual General Meeting or appoint proxy(ies) to attend and vote on his behalf.

**Explanatory Notes on Special Business:**

**Proposed renewal of shareholders' mandate for recurrent related party transactions**

The ordinary resolutions 11, 12, 13, 14 and 15, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in paragraph 2.5 of the Circular to Shareholders on recurrent related party transactions dated 6 June 2013 despatched with the Annual Report 2012.

**Proposed authority to allot shares pursuant to section 132D of the Companies Act, 1965**

The ordinary resolution 16, if passed, will give the Directors the authority to allot and issue ordinary shares from the unissued share capital of the Company up to an amount not exceeding 10% of the Company's issued share capital for the time being for such purposes as the Directors consider would be in the interests of the Company without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next general meeting.

This mandate is a renewal of the last mandate granted to the Directors at the Twenty-First Annual General Meeting held on 13 June 2012 which will lapse at the conclusion of the Twenty-Second Annual General Meeting.

The Company has issued 4.7 million new shares of RM1.00 each at an issue price of RM1.00 each, raising net proceeds of RM4.6 million under the general authority pursuant to the private placement which was approved at the Twenty-First Annual General Meeting held on 13 June 2012. RM3.4 million of the proceeds arising from the exercise was utilised for working capital purposes and the balance of RM1.2 million for repayment of bank borrowings.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, placement of shares, funding future investment project(s), working capital and/or acquisition(s).

**Proposed Renewal of Share Buy-back**

The ordinary resolution 17, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities of up to 10% of the total issued and paid-up share capital of the Company.

The details of the Proposed Renewal of Share Buy-Back are contained in the Share Buy-Back Statement on page 7 of the annual report.

**Proposed Private Placement**

For ordinary resolution 18, further information on the Proposed Private Placement is set out in the Circular to Shareholders dated 6 June 2013 which is despatched with the Company's Annual Report 2012.

**Ordinary Resolution 1**

**Ordinary Resolution 2  
Ordinary Resolution 3**

**Ordinary Resolution 4  
Ordinary Resolution 5  
Ordinary Resolution 6  
Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

**Ordinary Resolution 11  
Ordinary Resolution 12  
Ordinary Resolution 13  
Ordinary Resolution 14  
Ordinary Resolution 15**

**Ordinary Resolution 16**

**Ordinary Resolution 17**

**Ordinary Resolution 18**