



## BINTAI KINDEN CORPORATION BERHAD

(Company No.: 290870-P)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Bintai Kinden Corporation Berhad ("BKCB" or the "Company") will be held at No. 430, Jalan Ipoh, 51200 Kuala Lumpur, on Monday, 12 May 2014 at 10:30 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### SPECIAL RESOLUTION 1

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF BKCB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.80 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM1.00 IN BKCB ("PROPOSED PAR VALUE REDUCTION")**

"THAT contingent upon the passing of Special Resolution 2 and the sanction of the High Court of Malaya pursuant to Section 64 of the Act, approval be and is hereby given to the Company to reduce its issued and paid-up share capital and unissued ordinary shares through the cancellation of RM0.80 of the par value of each existing ordinary share of RM1.00 each in the Company to RM0.20 each in the Company AND THAT the credit arising from the Proposed Par Value Reduction be utilised to set-off against all the accumulated losses of the Company and the remaining balance (if any) will be credited to the capital reserves of the Company which may be utilised/distributed in such manner as the Board deems fit such as for capital repayment, bonus issue or to set-off against any future accumulated losses, subject to applicable laws.

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the aforesaid Proposed Par Value Reduction with full power to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company or to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and expedient to finalise, implement and give full effect to the Proposed Par Value Reduction.

#### SPECIAL RESOLUTION 2

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF BKCB ("M&A") TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENTS")**

"THAT contingent upon the passing of Special Resolution 1 and relevant approvals being obtained, the deletions, alterations, modifications and/or additions to the Memorandum and Articles of Association of the Company as set out below be and are hereby approved:-

Clause/ Article No.	Existing Provision	Revised Provision after the Proposed M&A Amendments
Clause 5 of the Memorandum of Association	The capital of the Company is RM500,000,000 Malaysia Currency divided into 500,000,000 shares of RM1.00 each.	The capital of the Company is RM500,000,000 divided into <b>2,500,000,000</b> shares of <b>RM0.20</b> each.
Article 3 of the Articles of Association	The Authorised Share Capital of the Company is RM500,000,000 divided into 500,000,000 ordinary shares of RM1.00 each. The Company in general meeting may from time to time, increase, sub-divide, consolidate or reduce such capital or to divide the shares forming the capital "original, increased or reduced" into several classes.	The authorised share capital of the Company is RM500,000,000 divided into <b>2,500,000,000</b> ordinary shares of <b>RM0.20</b> each. The Company in general meeting may from time to time, increase, sub-divide, consolidate or reduce such capital or to divide the shares forming the capital whether original, increased or reduced into several classes and there may be attached hereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND THAT** authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed M&A Amendments with full power to assent to any conditions, modifications, variations and alteration as may be imposed or permitted by the relevant authorities/parties.

By Order of the Board of

**BINTAI KINDEN CORPORATION BERHAD**

NG LAI YEE (MAICSA 7031768)

Company Secretary

Kuala Lumpur

18 April 2014

Notes:-

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member shall be entitled to appoint only one (1) proxy unless he has more than 1,000 shares in which case the Member is entitled to appoint up to two (2) proxies to attend the same meeting. Where a Member appoints more than one (1) proxy, the appointment of proxies shall not be valid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.
3. A member who is an exempt authorised nominee 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 account it holds.
4. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal, or the hand of its attorney duly authorised.
5. The Proxy Form together with the power of attorney (if any) must be deposited at the Registered Office of the Company at No. 430, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for the meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear in the Register of Depositories as at 2 May 2014 shall be entitled to attend or to appoint his proxy (whom has the same rights as the member) to vote and speak at this Extraordinary General Meeting.