

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Bina Puri Holdings Bhd will be convened at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Wednesday, 8 October 2014 at 11.00 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 BINA PURI HOLDINGS BHD (“BINA PURI” OR “COMPANY”) VIA THE CANCELLATION OF RM0.50 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM1.00 EACH TO RM0.50 EACH IN BINA PURI (“BINA PURI SHARE”) PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) (“PROPOSED PAR VALUE REDUCTION”)

“THAT, subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya pursuant to Section 64 of the Act and approvals of the relevant authorities, approval be and is hereby given to the Company to effect a reduction of the Company’s issued and paid-up share capital via the cancellation of RM0.50 from the par value of each ordinary share of RM1.00 each in Bina Puri **AND THAT** the credit arising therefrom will be credited to the retained profits of the Company which shall include but not limited to be distributed and/or capitalised and/or set-off accumulated losses in future (if any) by the Company in the manner to be determined by the Board of Directors of the Company (“**Board**”) at a later date and in the best interest of the Company as permitted by relevant and applicable laws.

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 Par Value Reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities and/or the High Court of Malaya as the Directors may in their discretion deem fit or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 37,368,500 NEW BINA PURI SHARES (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY TWENTY PERCENT (20%) 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 to allot and issue up to 37,368,500 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 9 September 2014.

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.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF BINA PURI TO EFFECT THE PROPOSED PAR VALUE REDUCTION (“PROPOSED AMENDMENT”)

“THAT, subject to the passing of Special Resolution 1, the deletions, alterations, modifications, variations and additions to the Memorandum and Articles of Association of the Company, more particularly set out below, be and is hereby approved:

Article 3 of the Articles of Association of Bina Puri	
Existing	Proposed amendment
The authorised share capital of the Company at the date of the adoption of these Articles is Ringgit Malaysia Five Hundred Million (RM500,000,000/=) divided into Five Hundred Million (500,000,000) ordinary shares of Ringgit Malaysia One (RM1.00) only each.	The authorised share capital of the Company at the date of the adoption of these Articles is Ringgit Malaysia Five Hundred Million (RM500,000,000) divided into One Billion (1,000,000,000) ordinary shares of Fifty Sen (RM0.50) only each.

AND FURTHER THAT the Board be and are authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities.”

By Order of the Board

TOH GAIK BEE
MAICSA 7005448
Company Secretary

Selangor Darul Ehsan
Date: 9 September 2014

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 1 October 2014 shall be eligible to attend the Extraordinary General Meeting or appoint proxy(ies) to attend and vote on his behalf.*

Clause 5 of the Memorandum of Association of Bina Puri	
Existing	Proposed amendment
The capital of the Company is RM500,000,000/= Malaysian Currency divided into 500,000,000 shares of RM1/- each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM500,000,000 Malaysian Currency divided into 1,000,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.