



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 Sultan Azlan Shah (formerly Jalan Ipoh), 51200 Kuala Lumpur, on Monday, 13 April 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 102,500,327 NEW ORDINARY SHARES OF RM0.20 EACH IN BKCB ("RIGHTS SHARES") TOGETHER WITH UP TO 102,500,327 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF NINE (9) RIGHTS SHARES TOGETHER WITH NINE (9) WARRANTS FOR EVERY TEN (10) EXISTING ORDINARY SHARES OF RM0.20 EACH ("BKCB SHARES") HELD BY THE ENTITLED SHAREHOLDERS OF BKCB ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")

"THAT subject to the approvals of all relevant authorities including the approval-in-principle granted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, the Warrants and the new BKCB Shares arising from the exercise of the Warrants pursuant to this Resolution, approval be and is hereby given for the Board of Directors of BKCB ("**Board**") to:-

- (i) provisionally allot and issue by way of renounceable rights issue of up to 102,500,327 Rights Shares together with up to 102,500,327 free Warrants on the basis of nine (9) Rights Shares together with nine (9) Warrants for every ten (10) existing BKCB Shares held by the entitled shareholders of the Company on an entitlement date to be determined later by the Board;
- (ii) deal with fractional entitlements under the Proposed Rights Issue arising from any reason whatsoever as the Board may at its absolute discretion deem fit and expedient and in the best interest of the Company;
- (iii) deal with the excess Rights Shares not subscribed for by the entitled shareholders of the Company in a fair and equitable manner on a basis to be determined later by the Board;
- (iv) utilise the proceeds to be derived from the Proposed Rights Issue in the manner as detailed in Section 2.7 of the Circular to the Shareholders of the Company dated 27 March 2015 ("**Circular**") and the Board be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and expedient in the best interest of the Company subject (where required) to the approval of the relevant authorities;
- (v) create and issue the Warrants based on the principal terms as set out in Appendix I of the Circular and the terms and conditions of a deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**");
- (vi) allot and issue such further Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll;
- (vii) allot and issue new BKCB Shares pursuant to the exercise of the Warrants (including further Warrants arising from any adjustments under the provisions of the Deed Poll); and
- (viii) enter into and execute the deed poll to be executed by the Company constituting the Warrants and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll.

THAT the Rights Shares and the new BKCB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the then existing issued ordinary shares of the Company save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Rights Shares or such new BKCB Shares;

AND THAT any one Director of BKCB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue."

By Order of the Board of

BINTAI KINDEN CORPORATION BERHAD

NG LAI YEE (MAICSA 7031768)

Company Secretary

Kuala Lumpur
27 March 2015

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. Where 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"), no limit shall be applicable 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 Form of Proxy together with the power of attorney (if any) must be deposited at the Registered Office of the Company at No. 430, Jalan Sultan Azlan Shah (formerly 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 31 March 2015 shall be entitled to attend or to appoint his proxy and speak at this Extraordinary General Meeting.