

**KHIND HOLDINGS BERHAD (380310-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth Annual General Meeting of **KHIND HOLDINGS BERHAD** will be convened at Conference Room, Second Floor, No. 2, Jalan Astaka U8/82, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 27 May 2015 at 10.00 a.m. to transact the following matters:-

***As Ordinary Business***

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. (Please see Note 1 of Explanatory Notes on Ordinary Business)
2. To re-elect Cheng Ping Keat who retires by rotation pursuant to Article 100 of the Company's Articles of Association. (Resolution 1)
3. To re-elect Kamil bin Datuk Hj. Abdul Rahman who retires by rotation pursuant to Article 100 of the Company's Articles of Association. (Resolution 2)
4. To approve the Directors' Fees of RM216,000 for financial year ending 31 December 2015. (Resolution 3)
5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

***As Special Business***

6. To consider and if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act 1965:-  
  
"THAT Cheng King Fa who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." (Resolution 5)
7. To consider and if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act 1965:-  
  
"THAT Wong Chin Mun who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." (Resolution 6)

To consider and if thought fit, pass the following Ordinary Resolutions with or without modifications:-

8. **Ordinary Resolution**  
- **Authority for Directors to issue shares pursuant to Section 132D of the Companies Act 1965**

“THAT subject always to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act 1965, to issue shares in the Company from time to time 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 issued pursuant to this Resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being.

(Resolution 7)

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 the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

9. **Ordinary Resolution**  
- **Continuing in office as an Independent Non-Executive Director**

“THAT authority be and is hereby given to Kamil bin Datuk Hj. Abdul Rahman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to serve as an Independent Non-Executive Director of the Company.”

(Resolution 8)

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

**By Order of the Board**

**KUAN HUI FANG (MIA 16876)**  
**WONG WAI FOONG (MAICSA 7001358)**

Kuala Lumpur  
30 April 2015

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, vote and speak in his/her place. A proxy may but need not be a member of the Company and a member may appoint not more than 2 proxies. The provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply.
2. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 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.

3. Where a member of the Company 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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company’s Share Registrar at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the Meeting or any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 20 May 2015. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.

#### **Explanatory Notes on Ordinary Business**

1. Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
2. Kamil bin Datuk Hj. Abdul Rahman is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the Nineteenth Annual General Meeting. The Board has conducted an assessment on his independence and is satisfied that he has complied with the independence criteria applied by the Company.

#### **Explanatory Notes on Special Business**

##### Resolution 5:-

The re-appointment of Cheng King Fa, a person over the age of 70 years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if this proposed Resolution is passed by a majority of not less than three-fourths ( $\frac{3}{4}$ ) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given.

##### Resolution 6:-

The re-appointment of Wong Chin Mun, a person over the age of 70 years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if this proposed Resolution is passed by a majority of not less than three-fourths ( $\frac{3}{4}$ ) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given.

#### Resolution 7:-

This proposed Resolution is proposed pursuant to Section 132D of the Companies Act 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This proposed Resolution is a renewal of the previous year's mandate. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 May 2014 and will lapse at the conclusion of the Nineteenth Annual General Meeting

#### Resolution 8:-

The Board has assessed the independence of Kamil bin Datuk Hj. Abdul Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Thus, he would be able to function as a check and balance and bring an element of objectivity to the Board;
- b. his area of specialisation in corporate governance, corporate finance and risk management would provide the Board with an independent judgement to better manage and run the Group;
- c. he has a good understanding of the Group's business operations;
- d. he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- e. he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders.