



## 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 the Extraordinary General Meeting ("EGM") of Bintai Kinden Corporation Berhad ("BKCB" or the "Company") will be held at No. 430, Jalan Sultan Azlan Shah, 51200 Kuala Lumpur on Friday, 3 March 2017 at 10.00 a.m. for the purpose of considering, and, if thought fit, passing the following ordinary resolutions, with or without any modifications:-

#### ORDINARY RESOLUTION 1

##### **PROPOSED ACQUISITION BY BINTAI KINDEN CORPORATION BERHAD OF THE ENTIRE 100% EQUITY INTEREST IN OPTIMAL PROPERTY MANAGEMENT SDN BHD FOR A PURCHASE CONSIDERATION OF RM15.0 MILLION TO BE SATISFIED VIA ISSUANCE OF 75,000,000 NEW ORDINARY SHARES IN BKCB AT AN ISSUE PRICE OF RM0.20 EACH ("PROPOSED ACQUISITION")**

"THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Company to acquire 100,000 ordinary shares in Optimal Property Management Sdn Bhd ("OPM"), representing the entire 100% issued share capital of OPM from Nusankota Development Sdn Bhd, Haryati Binti Zaharuddin and Amirul Arifin Sopiee Bin Md. Noordin (collectively, the "Vendors") for a purchase consideration of RM15,000,000 to be satisfied via the issuance of 75,000,000 new ordinary shares in the Company ("Consideration Shares") at an issue price of RM0.20 per Consideration Share, subject to the terms and conditions as set out in the conditional share sale agreement dated 17 November 2016 entered into between the Company and the Vendors pursuant to the Proposed Acquisition, which was supplemented via a supplemental share sale agreement dated 10 February 2017;

THAT approval be and is hereby given to the Company to issue and allot the Consideration Shares to the Vendors and that the Consideration Shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in BKCB in issue, save and except that the Consideration 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 Consideration Shares;

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party(ies) as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and complete the Proposed Acquisition with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

#### ORDINARY RESOLUTION 2

##### **PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF BINTAI KINDEN CORPORATION BERHAD AND ITS SUBSIDIARIES ("BKCB GROUP") TO INCLUDE CONCESSION ARRANGEMENTS BUSINESS ("PROPOSED DIVERSIFICATION")**

"THAT subject to the passing of Ordinary Resolution 1 and all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to diversify the existing business of the BKCB Group to include concession arrangement business, which might reasonably be expected to result in either:-

- the diversion of 25% or more of the net assets of the BKCB Group to an operation which differs widely from those operations previously carried on by the BKCB Group; or
- the contribution from such an operation of 25% or more of the net profits of the BKCB Group;

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party(ies) as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and complete the Proposed Diversification with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

#### **BY THE ORDER OF THE BOARD BINTAI KINDEN CORPORATION BERHAD**

**NG LAI YEE (MAICSA 7031768)**

Company Secretary

Kuala Lumpur

16 February 2017

#### Notes:-

- 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 if not a member, there shall not be any restriction as to the qualification of the proxy.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.
- 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.
- 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), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 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.
- 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 Sultan Azlan Shah, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Register of Depositories as at 22 February 2017 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.