



## BINTAI KINDEN CORPORATION BERHAD

(Company No. 290870-P)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty Third (23rd) Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 7 September 2017 at 10:00 a.m. for the following purposes:

#### ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for financial year ended 31 March 2017 together with Reports of the Directors' and Auditors' thereon.  | <b>Explanatory Note A</b>    |
| 2. To approve the payment of Directors' Fees amounting to RM170,000 in respect of the financial year ended 31 March 2017.   | <b>Ordinary Resolution 1</b> |
| 3. To re-elect Ong Choon Lui who retires by rotation in accordance with Article 97 of the Company's Constitution, being eligible, has offered himself for reelection as a Director of the Company.                                  | <b>Ordinary Resolution 2</b> |
| 4. To re-elect Johari Bin Mohd Akhir who retires by rotation in accordance with Article 97 of the Company's Constitution, being eligible, has offered himself for reelection as a Director of the Company.                          | <b>Ordinary Resolution 3</b> |
| 5. To re-elect Daiji Fujioka who was appointed during the financial year and retires in accordance with Article 102 of the Company's Constitution, being eligible, has offered himself for reelection as a Director of the Company. | <b>Ordinary Resolution 4</b> |
| 6. To re-appoint Tan Sri Dato' Kamaruzzaman Bin Shariff as Director of the Company, being eligible, has offered himself for reappointment.  | <b>Ordinary Resolution 5</b> |
| 7. To re-appoint Ong Puay Koon as Director of the Company, being eligible, has offered himself for reappointment.   | <b>Ordinary Resolution 6</b> |
| 8. To reappoint Messrs. Ong Boon Bah & Co. as Auditors of the Company at a remuneration fixed by the Directors.   | <b>Ordinary Resolution 7</b> |

#### SPECIAL BUSINESS

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

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| 9. <b>Proposed Retention of Independent Non-Executive Director</b><br>"THAT Tan Sri Dato' Kamaruzzaman Bin Shariff be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years."  | <b>Ordinary Resolution 8</b>  |
| 10. <b>Authority to Allot Shares Pursuant To Sections 75 and 76 of the Companies Act 2016 ("Act")</b><br>"THAT the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares allotted pursuant to this Resolution do not exceed ten per centum (10%) of the total issued shares of the Company (excluding treasury shares) for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."   | <b>Ordinary Resolution 9</b>  |
| 11. <b>Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions</b><br>"THAT subject to the Companies Act 2016, Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions with Kinden Corporation as set out in section 2.3.2 of the Circular to Shareholders dated 28 July 2017 provided that such arrangements and/or transactions are recurrent transactions or a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of minority shareholders of the Company AND THAT such mandate shall continue to be in force until:<br>(a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed; or<br>(b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or<br>(c) revoked or varied by resolution passed by the shareholders at a general meeting; whichever occurs first.<br>AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including execution of all relevant documents as may be required) as they may consider expedient or necessary to give effect to the mandate." | <b>Ordinary Resolution 10</b> |
| 12. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.   |                               |

By Order of the Board

**BINTAI KINDEN CORPORATION BERHAD**

**NG LAI YEE (MAICSA 7031768)**

Company Secretary

Kuala Lumpur

28 July 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 Requirement 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 is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 nominees may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor 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 any adjournment thereof.
- In determining the validity of attendance, only members whose names appear in the Register of Depositories as at 28 August 2017 shall be entitled to attend and vote or appoint proxy(ies) to vote in his stead at the Company's 23rd Annual General Meeting.

#### EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

##### Note A – Audited Financial Statements for year ended 31 March 2017

The Audited Financial Statements together with the Reports of the Directors and Auditors that are laid at Annual General Meetings of the Company pursuant to Section 340(1)(a) of the Companies Act 2016 do not require shareholders' approval. Hence, this agenda item is merely for discussion and not put forward for voting.

##### Ordinary Resolution 1 – Proposed Directors' Fees

The Proposed Directors' Fees in Ordinary Resolution 1 payable to Non-Executive Directors of the Company is in recognition of the wide-ranging scope of responsibilities expected of them. The amount of fees payable is determined based on the involvement and responsibilities of the Non-Executive Directors in discharging their responsibilities and services to the Company during the financial year, which shall be approved at general meetings.

Executive Directors do not receive fees and benefits as they are remunerated with salaries, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

##### Ordinary Resolution 5 & 6 – Reappointment of Directors

Pursuant to the Companies Act 2016 which came in force on 31 January 2017, there is no age limit for Directors. Tan Sri Dato' Kamaruzzaman Bin Shariff and Mr Ong Puay Koon who are above the age of 70, were reappointed at last year's Annual General Meeting ("AGM") held on 8 September 2016 pursuant Section 129(6) of the Companies Act 1965. Their terms of office will be expiring at the conclusion of this AGM and being eligible, have offered themselves for reappointment at the forthcoming AGM of the Company. The proposed Ordinary Resolutions 5 and 6, if passed, will enable Tan Sri Dato' Kamaruzzaman Bin Shariff and Mr Ong Puay Koon to continue to act as Directors and be subject to retire by rotation moving forward.

##### Ordinary Resolution 8 – Proposed Retention of Independent Non-Executive Director

The Board of Directors has vide the Nomination Committee, conducted an assessment of independence of Independent Director Tan Sri Dato' Kamaruzzaman Bin Shariff who has served as Independent Director for a cumulative term of more than nine (9) years and recommended for Tan Sri to continue acting as an Independent Director based on the following justifications:

- He is qualified as an Independent Director as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- Able to contribute positively during deliberations/discussions at meetings as he has in-depth knowledge and experience, and understands the operations and nature of business of the Group;
- He has discharged his professional duties in good faith and in the best interests of the shareholders of the Company including the minority shareholders.
- He has the caliber and personal qualities to challenge the management in an effective and constructive manner and has never compromise on his independent judgement.

##### Ordinary Resolution 9 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9 will give Directors the authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the issued share capital of the Company for such purposes as the Directors may deem fit and in the best interest of the Company. This authority, unless revoked or varied at general meetings, will expire at the conclusion of the next Annual General Meeting of the Company.

The proposed Ordinary Resolution 9 for general mandate for issue of securities is a renewal mandate where no new shares were issued pursuant to the last mandate granted at the 22<sup>nd</sup> Annual General Meeting of the Company held on 8 September 2016 and hence, no proceeds were raised therefrom.

The proposed general mandate, once approved and renewed, will provide the flexibility to the Company to allot shares in any possible fund raising activities for the purposes of investment, working capital and/or acquisition(s), without having to convene separate general meetings for such purpose.

##### Ordinary Resolution 10 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

The proposed Ordinary Resolution 10 will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length basis, subject to the transactions being carried out in the ordinary course of business and on terms that are not detrimental to the interest of the minority shareholders of the Company.

Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction is set out in the Circular to Shareholders dated 28 July 2017, which is despatched together with the Company's 2017 Annual Report.