

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of Bina Puri Holdings Bhd. ("Bina Puri" or "the Company") will be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Thursday, 28 June 2018 at 11:00 a.m. to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Accounts for the year ended 31 December 2017 and the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:
 - Datuk Matthew Tee Kai Woon
 - Tay Hock Lee
- To approve the payment of Directors' fees of RM462,000 for the financial year ended 31 December 2017.
- To approve the payment of Directors' fees up to an amount of RM550,000 for the period from 1 January 2018 until 31 December 2018.
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

"THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to Shareholders of the Company dated 30 April 2018 which are necessary for their day-to-day operations with:

- Sea Travel and Tours Sdn. Bhd.
- Kumpulan Melaka Bhd.
- Ideal Heights Properties Sdn. Bhd.
- Dimara Construction Sdn. Bhd.
- Dimara Holdings Sdn. Bhd.

subject further to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - the conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
 - the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 - revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions."

7. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and approvals of the relevant government and/or regulatory bodies, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time until the conclusion of the next annual general meeting 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being and 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 Bursa Securities."

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")

"THAT, subject to the provisions of the Company's Memorandum and Articles of Association, the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and any other relevant authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares in the Company through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase;
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company; and
- the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares or cancel them or to retain part of the Purchased shares as treasury shares and cancel the remainder or to resell them or to distribute the treasury shares as share dividends or in any other manner as may be permitted and prescribed by the rules of Bursa Securities and any other relevant authorities.

AND THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities."

- To transact any other business of which due notice shall have been given.

By Order of the Board

TOH GAIK BEE
MAICSA 7005448
Group Company Secretary

Selangor Darul Ehsan
Date: 30 April 2018

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. 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 22 June 2018 shall be eligible to attend the Twenty-Seventh Annual General Meeting or appoint proxy(ies) to attend and vote on his behalf.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 12

Explanatory Notes on Ordinary Business:

**Item 1 of the Agenda
Audited Accounts**

This agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

Ordinary Resolutions 1 and 2 - Re-election of directors

Datuk Matthew Tee Kai Woon and Tay Hock Lee are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Annual General Meeting.

Datuk Tee Hock Hin who retires pursuant to Article 80 of the Company's Articles of Association, will not be seeking for re-election at the Twenty-Seventh Annual General Meeting and therefore, shall retire at the conclusion of the said meeting.

Ordinary Resolution 3 - Directors' fees 2017

The details on the payment of Directors' fees for the financial year ended 31 December 2017 are set out in the Corporate Governance Overview Statement on page 57 of the annual report.

Ordinary Resolution 4 - Directors' fees 2018

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. This resolution is to facilitate payment of Directors' fees for the current financial year basis. In the event the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

Explanatory Notes on Special Business:

Ordinary Resolutions 6 to 10 - Proposed renewal of shareholders' mandate for recurrent related party transactions

The ordinary resolutions 6, 7, 8, 9 and 10 if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in paragraph 2.5 of the Circular to Shareholders on recurrent related party transactions dated 30 April 2018 despatched with the Annual Report 2017.

Ordinary Resolution 11 - Authority to allot shares pursuant to section 75 and section 76 of the Companies Act 2016

The ordinary resolution 11, if passed, will give the Directors the authority to allot and issue ordinary shares from the unissued share capital of the Company up to an amount not exceeding 10% of the Company's total number of issued shares for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting.

The private placement of up to 28,292,400 new ordinary shares, representing not more than ten percent (10%) of the enlarged number of share of the Company had been approved by Bursa Malaysia Securities Berhad and shareholders of the Company on 23 November 2017 and 21 June 2017 respectively.

The Company had successfully placed out 3,000,000 new Bina Puri Shares pursuant to the Private Placement, which raised cumulative gross proceeds of approximately RM870,000 as detailed in the table below. The Company has utilised the proceeds in the following manner:

	Amount raised from Private Placement (RM'000)	Amount utilised (RM'000)	Amount unutilised (RM'000)
Working capital requirements	828	828	-
Repayment of bank borrowings	-	-	-
Expenses in relation to the Private Placement	42	42	-
Total	870	870	-

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, placement of shares, funding future investment project(s), working capital and/or acquisition(s).

Ordinary Resolution 12 - Proposed Renewal of Share Buy-back

The ordinary resolution 12, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities of up to 10% of the total number of issued shares of the Company.

The details of the Proposed Renewal of Share Buy-Back are contained in the Share Buy-Back Statement on page 7 of the annual report.