



BINTAI KINDEN CORPORATION BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fourth (24th) Annual General Meeting of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 28 August 2018 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for financial year ended 31 March 2018 together with Reports of the Directors' and Auditors' thereon.
- To approve the payment of Directors' Fees amounting to RM170,000 in respect of the financial year ended 31 March 2018.
- To re-elect Yen Yew Wing @ Yen Yew Ming 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.
- To re-elect Dato' Zakri Afandi Bin Ismail 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.
- To re-elect Datuk Sharifah Kadnariah Binti Syed Ahmad who retires by rotation in accordance with Article 97 of the Company's Constitution, being eligible, has offered herself for reelection as a Director of the Company.
- To reappoint Messrs. Ong Boon Bah & Co. as Auditors of the Company at a remuneration fixed by the Directors.

**Explanatory Notes
Note A**

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

SPECIAL BUSINESS

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

7. Proposed Retention of Independent Non-Executive Director

"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 twelve (12) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017."

Ordinary Resolution 6

8. Authority to Issue and Allot Shares Pursuant To Sections 75 and 76 of the Companies Act 2016 ("Act")

"THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to issue and 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 to be issued does not exceed ten per centum (10%) of the total issued shares of the Company (excluding treasury shares) at the time of the issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such issuance and allotment AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 7

- 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
31 July 2018

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 3-2-8 Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 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 17 August 2018 shall be entitled to attend and vote or appoint proxy(ies) to vote in his stead at the Company's 24th Annual General Meeting.

EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

Note A - Audited Financial Statements for year ended 31 March 2018

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

Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, fees and benefits payable to the Directors of the Company will have to be approved by shareholders at general meetings. 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 ended 31 March 2018 and in recognition of their wide-ranging scope of responsibilities expected of them, 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 6 - Proposed Retention of Independent Non-Executive Director

The Board of Directors has vide the Nomination Committee, conducted an assessment of independence of Tan Sri Dato' Kamaruzzaman Bin Shariff who has served as Independent Director for a cumulative term of more than twelve (12) 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.

The reappointment will be subject to shareholders' approval based on a two-tier voting process in accordance with Practice 4.2 of the Malaysian Code of Corporate Governance 2017.

Ordinary Resolution 7 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution proposed under Resolution 7 is a general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016. The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to issue and allot shares or to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. 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 7 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 23rd Annual General Meeting of the Company held on 7 September 2017 and hence, no proceeds were raised therefrom.

The proposed general mandate, once approved and renewed, will provide the flexibility to the Directors of the Company to issue and allot shares, including but not limited to placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary, in an effective and expeditious manner.