

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Bina Puri Holdings Bhd (“**Bina Puri**” or “**Company**”) will be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Monday, 24 September 2018 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1
PROPOSED PRIVATE PLACEMENT OF UP TO 92,117,100 NEW ORDINARY SHARES IN BINA PURI (“BINA PURI SHARES”)
 (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY 30% OF THE ENLARGED NUMBER OF ISSUED BINA PURI
SHARES (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED PRIVATE PLACEMENT”)**

“THAT, subject to and conditional upon the approvals being obtained from the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 92,117,100 Placement Shares at an issue price to be determined based on the discount of not more than 10% to the 5-day volume weighted average market price of Bina Puri Shares immediately preceding the date of price fixing, to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 16 August 2018 (“**Circular**”).

THAT the Placement Shares, shall upon allotment and issue, rank pari passu in all respects with the then existing Bina Puri Shares, save and except that the Placement 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 and issuance of such Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement.”

**ORDINARY RESOLUTION 2
PROPOSED TERMINATION OF THE EXISTING EXECUTIVES’ SHARE OPTION SCHEME (“EXISTING ESOS”) OF BINA PURI
 (“PROPOSED ESOS TERMINATION”)**

“THAT, subject to the consents from all the eligible persons who have accepted the options granted pursuant to the Existing ESOS, the Board be and is hereby authorised to terminate the Existing ESOS which was implemented on 7 June 2011.

AND THAT the Board be and is hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as may be required by the relevant regulatory authorities.”

**ORDINARY RESOLUTION 3
PROPOSED ESTABLISHMENT OF A NEW SHARE ISSUANCE SCHEME (“SIS”) OF UP TO 15% OF THE ENLARGED NUMBER OF
ISSUED ORDINARY SHARES IN BINA PURI (“BINA PURI SHARES”) (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE
TIME OVER THE DURATION OF THE SCHEME FOR THE ELIGIBLE PERSONS (“PROPOSED NEW SIS”)**

“THAT subject to and conditional upon the passing of the Ordinary Resolution 2 above, provisions under the Companies Act 2016 and approvals of the relevant authorities being obtained for the Proposed New SIS, approval be and is hereby given for the Company to:

(a) establish and administer the Proposed New SIS which involves the granting of options (“**SIS Options**”) to all eligible directors (except independent director, non-executive director and alternate directors) and employees of the Company and its subsidiaries (“**Bina Puri Group**” or “**the Group**”) (excluding Bina Puri’s subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed New SIS (“**Eligible Persons**”) as set out in the New By-Laws, a draft of which is set out in Appendix I of the Circular (“**New By-Laws**”);

(b) allot and issue such number of new Bina Puri Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed New SIS while this approval is in force provided that the aggregate number of Bina Puri Shares to be allotted and issued shall not exceed 15% of the total number of issued Bina Puri Shares (excluding any treasury shares) at any one time throughout the duration of the Proposed New SIS;

(c) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new Bina Puri Shares which may from time to time be allotted and issued pursuant to the Proposed New SIS. Such new Bina Puri Shares to be issued upon exercise of the SIS Options (“**SIS Shares**”) shall, upon allotment and issuance, rank pari passu in all respects with the then existing Bina Puri Shares, save and except that the SIS Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such SIS Shares and will be subject to all the provisions of the Articles of Association of the Company (including those relating to transfer and transmission);

(d) modify and/or amend the Proposed New SIS from time to time provided that such modifications and/or amendments are effected in accordance with the New By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed New SIS; and

(e) extend the duration of the Proposed New SIS for a maximum period of an additional 5 years (the duration of the Proposed New SIS would then be for a total period of 10 years from the effective date of the Proposed New SIS), if the Board deems fit;

AND THAT the Board of the Company be and is hereby authorised to give effect to the Proposed New SIS with full power to modify and/or amend the New By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the New By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities.”

**ORDINARY RESOLUTION 4
PROPOSED GRANTING OF SIS OPTIONS TO TAN SRI DATUK TEE HOCK SENG, JP**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Tan Sri Datuk Tee Hock Seng, JP, being the Group Managing Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Tan Sri Datuk Tee Hock Seng, JP pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 5
PROPOSED GRANTING OF SIS OPTIONS TO DR. TONY TAN CHENG KIAT**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Dr. Tony Tan Cheng Kiat, being the Founder Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Dr. Tony Tan Cheng Kiat pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 6
PROPOSED GRANTING OF SIS OPTIONS TO DATUK MATTHEW TEE KAI WOON**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Datuk Matthew Tee Kai Woon, being the Group Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Datuk Matthew Tee Kai Woon pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 7
PROPOSED GRANTING OF SIS OPTIONS TO LIM KWAI KHUAN**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Lim Kwai Khuan, being the director of Easy Mix Sdn Bhd (a wholly-owned subsidiary of the Company) and Sungai Long Industries Sdn Bhd (a 51%-owned subsidiary of the Company), who is also the brother-in-law of Tan Sri Datuk Tee Hock Seng, JP, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the

allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Lim Kwai Khuan pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 8
PROPOSED GRANTING OF SIS OPTIONS TO TEE HOCK CHUN**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Tee Hock Chun, being the executive director of Bina Puri Properties Sdn Bhd (a wholly-owned subsidiary of the Company) (“**BPPSB**”), who is also the brother of Tan Sri Datuk Tee Hock Seng, JP, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Tee Hock Chun pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 9
PROPOSED GRANTING OF SIS OPTIONS TO TEE HOCK ANN**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Tee Hock Ann, being the maintenance manager of Bina Puri Sdn Bhd (a wholly-owned subsidiary of the Company) (“**BPPSB**”), who is also the brother of Tan Sri Datuk Tee Hock Seng, JP, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Tee Hock Ann pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 10
PROPOSED GRANTING OF SIS OPTIONS TO TEE CHEAH SING**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Tee Cheah Sing, being the assistant manager in sales and marketing department of BPPSB, who is also the nephew of Tan Sri Datuk Tee Hock Seng, JP, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Tee Cheah Sing pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 11
PROPOSED GRANTING OF SIS OPTIONS TO LIM SIEW BNG**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Lim Siew Bng, being the senior site supervisor of BPPSB, who is also the brother-in-law of Tan Sri Datuk Tee Hock Seng, JP, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Lim Siew Bng pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 12
PROPOSED GRANTING OF SIS OPTIONS TO LOUIS TAN JIN JIN**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Louis Tan Jin Jin, being the general manager in operations department of BPPSB, who is also the nephew of Dr. Tony Tan Cheng Kiat, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Louis Tan Jin Jin pursuant to the exercise of such options.”

**ORDINARY RESOLUTION 13
PROPOSED GRANTING OF SIS OPTIONS TO TAN KIAN KOK**

“THAT subject to the passing of Ordinary Resolutions 2 and 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed New SIS, to offer and grant to Tan Kian Kok, being the project coordinator of BPPSB, who is also the nephew of Dr. Tony Tan Cheng Kiat, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the New By-Laws) pursuant to the Proposed New SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Bina Puri Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed New SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Tan Kian Kok pursuant to the exercise of such options.”

By Order of the Board

**TOH GAIK BEE
MAICSA 7005448**
Group Company Secretary

Selangor Darul Ehsan
Date: 16 August 2018

Notes:

1. 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.
2. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
3. In the event the member duly executes the Proxy Form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his proxy.
4. 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.
5. 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.
6. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), 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.
7. 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 the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
8. To be valid the Proxy Form duly completed must be deposited at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
9. Only members whose names appear in the Record of Depositors as at 18 September 2018 shall be eligible to attend the Extraordinary General Meeting or appoint proxy(ies) to attend and vote on his behalf.