

**KHIND HOLDINGS BERHAD (380310-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting (“AGM”) of **KHIND HOLDINGS BERHAD** will be convened at Conference Room, Second Floor, No. 2, Jalan Astaka U8/82, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 30 May 2019 at 10.00 a.m. to transact the following matters:-

***As Ordinary Business***

- |    |  |   |
|----|--|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. | (Please see Note 1 of Explanatory Notes on Ordinary Business) |
| 2. | To re-elect Mr Lee Ah Lan @ Lee Keok Hooi who retires by rotation pursuant to Article 100 of the Constitution of the Company.                    | (Resolution 1)  |
| 3. | To approve the Directors’ fees of RM252,000 for the financial year ending 31 December 2019.  | (Resolution 2)  |
| 4. | To approve the Directors’ benefits of RM40,000 from 31 May 2019 until the next AGM of the Company.   | (Resolution 3)  |
| 5. | To re-appoint Messrs RSM Malaysia as Auditors of the Company and authorise the Directors to fix their remuneration.                              | (Resolution 4)  |

***As Special Business***

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

**6. Ordinary Resolution**

- **Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given,

(Resolution 5)

whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

7. **Ordinary Resolution**

- **Authority for Encik Kamil bin Datuk Hj. Abdul Rahman to continue in office as an Independent Non-Executive Director**

“THAT authority be and is hereby given to Encik Kamil bin Datuk Hj. Abdul Rahman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

(Resolution 6)

8. **Ordinary Resolution**

- **Authority for Mr Wong Chin Mun to continue in office as an Independent Non-Executive Director**

“THAT authority be and is hereby given to Mr Wong Chin Mun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

(Resolution 7)

9. **Special Resolution**

- **Proposed Alteration of the Existing Constitution by replacing with a New Constitution (“Proposed Alteration”)**

“THAT the existing Constitution of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix with the effect from the date of passing this special resolution.

(Special Resolution)

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

10. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board  
**WONG WAI FOONG (MAICSA 7001358)**  
**KUAN HUI FANG (MIA 16876)**  
**CHONG LAY KIM (LS 0008373)**

Kuala Lumpur

29 April 2019

**Notes:**

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, vote and speak in his/her place. A proxy may but need not be a member of the Company and a member may appoint not more than two (2) proxies.
2. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 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.
3. Where a member of the Company 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the Meeting or any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 21 May 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”), all resolutions set out in this Notice will be put to vote by way of poll.

**Explanatory Notes on Ordinary Business**

1. Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
2. Mr Lee Ah Lan @ Lee Keok Hooi who is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the Twenty-Third AGM.

The Board of Directors (“the Board”) has through the Nomination and Remuneration Committee, considered the assessment of Mr Lee Ah Lan @ Lee Keok Hooi and collectively agreed that he meet the criteria as prescribed by Paragraph 2.20A of the MMLR on character, experience, integrity, competence and time to effectively discharge his role as Director.

The Board has also through the Nomination and Remuneration Committee, conducted an assessment on the independence of Mr Lee Ah Lan @ Lee Keok Hooi and is satisfied that he has complied with the criteria prescribed by the MMLR.

Mr Cheng King Fa, the Founder/Chairman of the Company who is due for re-election pursuant to Article 100 of the Company’s Constitution, has indicated to the Company that he will not

seek re-election at the Twenty-Third AGM. Therefore, Mr Cheng King Fa shall cease to be the Director and Chairman of the Company upon the conclusion of Twenty-Third AGM.

3. The Directors' fees proposed for the financial year ending 31 December 2019 are calculated based on the current Board size. The benefits are calculated based on the current board size and number of scheduled Board and Committee meetings for the period stated in the proposed resolution. In the event the proposed amounts are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.
4. The Board has through the Audit Committee, considered the re-appointment of Messrs RSM Malaysia as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Twenty-Third AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2018.

### **Explanatory Notes on Special Business**

#### **Resolution 5:-**

This proposed Resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above AGM, authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This proposed Resolution is a renewal of the previous year's mandate. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 30 May 2018 and will lapse at the conclusion of the Twenty-Third AGM.

#### **Resolution 6:-**

The Board has via Nomination and Remuneration Committee conducted an annual assessment of Encik Kamil bin Datuk Hj. Abdul Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the justifications set out in the Corporate Governance Overview Statement of the Annual Report 2018.

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.

#### **Resolution 7:-**

The Board has via Nomination and Remuneration Committee conducted an annual assessment of Mr Wong Chin Mun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the justifications set out in the Corporate Governance Overview Statement of the Annual Report 2018.

**Special Resolution:-**

This proposed Special Resolution, if passed, will enable the Company to alter its existing Constitution by replacing with a new Constitution which is drafted in accordance with the relevant amendments of Chapter 7 and other Chapters of the MMLR, the relevant provisions of the Companies Act 2016 and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Appendix despatched together with the Notice of the Twenty-Third AGM and the Annual Report 2018.