



BINTAI KINDEN CORPORATION BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fifth (25th) Annual General Meeting ("AGM") 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, 22 August 2019 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for financial year ended 31 March 2019 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 2019.
- To approve the Directors' Other Benefits payable of up to an amount of RM10,000 from 23 August 2019 to the next AGM of the Company.
- To re-elect Ong Puay Koon 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 reappoint Messrs. Ong Boon Bah & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration.

Explanatory Notes

- Note A**
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

SPECIAL BUSINESS

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

6. Proposed Retention of Independent Non-Executive Directors

- "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 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."
- "THAT Dato' Zakri Afandi Bin Ismail be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served the Company for a cumulative term of more than nine (9) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017."
- "THAT Johari Bin Mohd Akhir be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served the Company for a cumulative term of more than nine (9) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017."

- Ordinary Resolution 5**
Ordinary Resolution 6
Ordinary Resolution 7
Ordinary Resolution 8

7. Authority to Allot and Issue 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 allot and issue 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 percentum (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 allotment and issue AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 8

8. Proposed Adoption of New Constitution of the Company

"THAT the new Constitution as set out in the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company in place of the existing Memorandum and Articles of Association ("Proposed New Constitution"). AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications and/or amendments as may be required by the relevant authorities and to do all acts and things and take such steps as may be considered necessary to give full effect to the Proposed New Constitution."

Special Resolution 1

- 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 2019

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 there shall not be any restriction as to the qualification of the proxy. A proxy appointed to attend the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- 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 14 August 2019 shall be entitled to attend and vote or appoint proxy(ies) to vote in his stead at the Company's 25th Annual General Meeting.
- 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.

EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

Note A - Audited Financial Statements for year ended 31 March 2019

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.

Note B - Retirement of Director

Daiji Fujioka is retiring by rotation pursuant to Article 97 of the Company's Constitution. In view of his own commitment, he is not seeking for reelection as a Director at this 25th Annual General Meeting of the Company.

Ordinary Resolution 1 and 2 - Proposed Directors' Fees and Other Benefits

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 meeting. 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 2019 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 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 and 7 - Proposed Retention of Independent Non-Executive Directors

The Board of Directors has wide the Nomination Committee, have assessed the independence of Tan Sri Dato' Kamaruzzaman Bin Shariff who has served as Independent Directors for a cumulative term of more than twelve (12) years as well as for Dato' Zakri Afandi Bin Ismail and Encik Johari Bin Mohd Akhir who have served as Independent Directors for a cumulative term of more than nine (9) years. The Board of Directors therefrom have recommended for Tan Sri Dato' Kamaruzzaman Bin Shariff, Dato' Zakri Afandi bin Ismail and Encik Johari Bin Mohd Akhir to continue acting as Independent Directors based on the following justifications:

- Qualified as Independent Directors 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;
- Discharged their professional duties in good faith and in the best interests of the shareholders of the Company including the minority shareholders.
- Have the caliber and personal qualities to challenge the management in an effective and constructive manner and has never compromise on their independent judgement.

The reappointments will be subject to shareholders' approval in accordance with Practice 4.2 of the Malaysian Code of Corporate Governance 2017.

Ordinary Resolution 8 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act")

The Ordinary Resolution proposed under Resolution 8 is a general mandate for the Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Act. The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to allot and issue 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 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.

Special Resolution 1 - Proposed Adoption of New Constitution of the Company ("Proposed New Constitution")

The Special Resolution 1, if passed, will give full effect to the Proposed New Constitution by substituting the existing Constitution with a new set of Constitution as set out in the Circular to Shareholders dated 31 July 2019. The Proposed New Constitution will streamline with the new Companies Act 2016 and Amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency. The Proposed New Constitution will take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote in person or by proxy at the Company's 25th AGM.

STATEMENT ACCOMPANYING NOTICE OF THE 25th ANNUAL GENERAL MEETING

(i) Details of persons who are standing for election as Directors (excluding Directors standing for reelection)

Pursuant to Para 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, no individual is standing for election as Director of the Company at the 25th Annual General Meeting of the Company.

(ii) General mandate for issue of securities

The proposed general mandate for issuing of new securities under Ordinary Resolution 8 is a renewal of previous mandate obtained at the preceding 24th Annual General Meeting of the Company held on 28 August 2018. No new shares were issued pursuant to the preceding mandate and hence, no proceeds were raised therefrom.