

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KIM HIN JOO (MALAYSIA) BERHAD ("KHJ" or "Company") will be conducted FULLY VIRTUAL for the purpose of considering and if thought fit, passing with or without modifications the resolutions as set out in this notice.

Meeting Platform Day and Date

https://web.lumiagm.com/
 Wednesday, 29 July 2020
 3.30 p.m., or immediately following the conclusion or adjournment of the 39th Annual General Meeting ("AGM") of the Company which will be conducted to the same venue and on the same date at 2.30 p.m., whichever is later
 TR12-R01 & TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehster

Malaysia

1) Typed text in the Meeting Platform
2) E-mail questions to investor.relation

SED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF KHJ ("KHJ S") (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME ("PROPOSED ESOS")

"THAT, subject to and conditional upon the approvals of all relevant authorities, the Board of Directors of the Company ("Board") be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible directors and employees of KHJ and its subsidiary companies (excluding subsidiaries which are dormant, if any), who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") under which options will be granted to the Eligible Persons to subscribe for new KHJ Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix I of the circular to shareholders dated 3 July 2020, and to adopt and approve the By-Laws and do all such acts, execute all such documents and to enter into all such transactions, arrangements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

THAT, the Board be and is hereby authorised to issue, allot and/or transfer from time to time such number of KHJ Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Option(s)") provided that the aggregate number of new KHJ Shares to be issued, allotted and/or transferred shall not exceed 15% of the total number of issued shares of KHJ (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and that such new KHJ Shares arising from the exercise of the ESOS Options shall, upon issuance and allotment, rank equally in all respects with the existing issued KHJ Shares, except that the new KHJ Shares will not be entitled to any dividends, rights, allotment and/or any other forms of distribution") that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution procedes the date of which the entitlement and/or of the Distribution by the difference of the Company relating to transfer, transmission and otherwise of KHJ Shares;

THAT, the Board be and is hereby authorised to make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Burs for the listing of and quotation for the new KHJ Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the ESOS Options to be the Proposed ESOS;

AND THAT, the Board be and is hereby authorised to amend and/or modify the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any party or parties, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS."

ORDINARY RESOLUTION 2 PROPOSED ALLOCATION OF ESOS OPTIONS TO PANG KIM HIN

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Pang Kim Hin, the Non-Independent Non-Executive Chairman of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Pang Kim Hin shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Pang Fu Wei, the Managing Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Pang Fu Wei shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modifivaried and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4 PROPOSED ALLOCATION OF ESOS OPTIONS TO GOH POH TENG

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is here given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Goh Poh Teng, the Executive Director of the Company, such number of ESC Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issue shares of the Company. available under the Prop shares of the Company

AND THAT the Proposed All modified, varied and/or amer

ORDINARY RESOLUTION 5 PROPOSED ALLOCATION OF ESOS OPTIONS TO CHEW SOO LIN

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is here given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Chew Soo Lin, the Senior Independent Non-Executive Director of the Compassuch number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new K Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Chew Soo Lin shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6 PROPOSED ALLOCATION OF ESOS OPTIONS TO YEN SE-HUA STEWART

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Yen Se-Hua Stewart, the Independent Non-Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Yen Se-Hua Stewart shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Ry-I aws governing and constituting the Proposed ESOS."

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is higher to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Kor Yann Ning, the Independent Non-Executive Director of the Company, number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ S of the Company available under the Proposed ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Kor Yann Ning shall be subject alv modified, varied and/or amended in accordance with the provisions of the By-Laws governing

ORDINARY RESOLUTION 8 PROPOSED ALLOCATION OF ESOS OPTIONS TO HEW MOH YUNG

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is h given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Hew Moh Yung, the Independent Non-Executive Director of the Company, number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ S of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the number of issued shares of the Company;

ung shall be subject alw the By-Laws governing

BY ORDER OF THE BOARD.

TAI YIT CHAN (MAICSA 7009143) TAN AI NING (MAICSA 7015852) Company Secretaries

Selangor Darul Ehsan 3 July 2020

- As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the EGM entirely through live streaming and online remote vot Remote Participation and Voting ("RPV") facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide which will be made available Company's website at www.khj-my.com. (1) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be at the main v shareholders/proxies/corporate representatives from the public should be physically present at the Broadcast Venue on the day of EGM.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of EGM will be put to Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- A member entitled to participate and vote at the EGM may appoint another person as his proxy to participate and vote in his stead. A proxy Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a meeting shall have to at the meeting. (4)
- speak and vote at the EGM. Where a m A member shall be entitled to appoint not more than 2 proxies to participate, unless the member specifies the proportion of his shareholding to be represent (5)
- Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owner under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the omnibus account it holds. (7)
- The Proxy Form shall be in writing, executed by o the hand of an officer or attorney duly authorised
- The Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the EGM or adjourned EGM at which the person named in the Proxy Form proposes to vote, and in default the Proxy Form shall not be treated as valid.
 - Alternatively, members may deposit the Proxy Form by electronic means directly at https://boardroomlimited.my not less than 48 hours before the EGM. For fi the electronic submission of Proxy Form, kindly refer to the Administrative Guide which will be made available on the Company's website at www.khj-my.com. re the EGM. For further info
- For the purpose of determining who shall be entitled to participate at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 21 July 2020 and only members whose names appear on such Record of Depositors shall be entitled to participate, speak and vote at this EGM and entitled to appoint proxy or proxies.

Personal data privacy:

By submitting a Proxy Form(s) to participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Administrative Guide

Kim Hin Joo (Malaysia) Berhad ("KHJ" or the Company") Extraordinary General Meeting ("EGM" or "Meeting") to be held on 29 July 2020

Fully Virtual Meeting

- 1. In support of the Government of Malaysia's ongoing efforts to curb the spread of the coronavirus outbreak and taking into consideration the Securities Commission Malaysia's Guidance Notes, as well as in the best interest of public health and health and safety of our Board of Directors, employees and shareholders, the EGM will be held fully virtual via Remote Participation and Voting ("RPV") facilities.
- 2. We strongly encourage our shareholders to participate and vote remotely in the EGM. No shareholders/proxies/corporate representatives from the public should be physically present nor admitted at the Broadcast Venue and those who turn up at the Broadcast Venue on the day of the EGM would be requested to leave the venue politely.
- 3. The Company's EGM will be hosted on Boardroom's LUMI AGM solution which is available on the designated link at https://web.lumiagm.com/ or the "Lumi AGM" app which is available for free download from the Apple App Store or Google Play Store.
- 4. You are reminded to kindly refer to our announcements made on Bursa Malaysia Securities Berhad, or our website at www.khj-my.com for latest updates, if any, regarding the administration of the EGM.

General Meeting Record of Depositors

Only shareholders whose names appear in the General Meeting Record of Depositors on 21 July 2020 shall be entitled to virtually attend, speak and vote at the EGM of the Company or appoint proxy(ies) on his/her behalf.

Proxy Form(s)

If you are unable to participate at the EGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original Proxy Form(s) is deposited at our Share Registrar's office, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the EGM.

Alternatively, you may deposit your Proxy Form(s) by electronic means through Boardroom Smart Investor Online Portal at https://boardroomlimited.my not less than 48 hours before the time appointed for holding the EGM by registering for an account in accordance with the instructions set out herein (if required), logging in and selecting "E-PROXY LODGEMENT".

Revocation of Proxy

If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our EGM virtually by yourself, please write in to <u>BSR.Helpdesk@boardroomlimited.com</u> to revoke the earlier appointed proxy 48 hours before the EGM. Your proxy(ies) on revocation would not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

Voting Procedure

Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. A Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Procedures to Participate in RPV Facilities

Please follow the Procedures to Participate in RPV facilities as summarized below:

DESCRIPTION	PROCEDURES
Before the EGM	
Step 1 - Shareholders to register with	The registration will open from 3:30 p.m., Friday, 3 July 2020 up to 3:30 p.m., Monday, 27 July 2020.
Boardroom Smart	Access website https://www.boardroomlimited.my/
Investor Online Portal (for first time registration only)	 a. Click <login> and click <register> to sign up as a user.</register></login> b. Complete registration and upload softcopy of MyKad/Identification Card (front and back) or Passport. c. Please enter a valid email address and wait for Boardroom Share Registrars Sdn Bhd's
	("Boardroom") email verification.
	d. Your registration will be verified and approved within 1 business day and an email notification will be provided. Please check your email.
	Note: If you have registered as a user with Boardroom Smart Investor Online Portal previously, you are not required to register again. You may then proceed to Step 2 and submit request for Remote Participation user ID and password.
Step 2 –	Individual Members
Submit Request for Remote Participation User	a. Login to https://www.boardroomlimited.my/ using your user ID and password above.b. Select "Hybrid/Virtual Meeting" from main menu and select the Corporate Event "KHJ EGM".
ID and Password	c. Read and agree to the Terms & Conditions.
	d. Enter your CDS Account and thereafter submit your request.
	 Corporate Shareholders a. Write in to <u>BSR.Helpdesk@boardroomlimited.com</u> by providing the name of Member and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request. b. Please provide a softcopy of the Corporate Representative's MyKad/Identification Card (Front and Back) or Passport as well as his/her email address.
	Authorised Nominee and Exempt Authorised Nominee
	 a. Write in to <u>BSR.Helpdesk@boardroomlimited.com</u> by providing the name of Member and CDS Account Number accompanied with the Proxy Form to submit the request. b. Please provide a softcopy of the Proxy Holder's MyKad/Identification Card (Front and Back) or Passport as well as his/her email address.
	Thereafter:
	a. You will receive notification from Boardroom that your request has been received and is being verified.

DESCRIPTION	PROCEDURES
	b. Upon system verification against the General Meeting Record of Depositors as at 21 July 2020, you will receive an email from Boardroom either approving or rejecting
	your registration for remote participation. c. If your registration is approved, you will also receive your remote access user ID and
	password in the same email from Boardroom.
On the day of the EGM	

Step 3 -

Login to Meeting Platform

Live Streaming

- a. The Meeting Platform will be opened for login one (1) hour before the commencement of the EGM on 29 July 2020 at 2:30 p.m. The live webcast of the EGM will commence at 3:30 p.m. or immediately following the conclusion or adjournment of the 39th Annual General Meeting of the Company which will be conducted on the same date at 2:30 p.m., whichever is later.
- b. The Meeting Platform can be accessed via one of the following:-
 - > Download the free Lumi AGM application from Apple App Store or Google Play
 - > Scan the QR Code provided in the email notification;
 - Navigate to the website at https://web.lumiagm.com/
- c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification upon successful registration in Step 2 above.
- d. To view the live webcast, select the broadcast icon .



No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

You must ensure that you are connected to the internet at all times in order to participate and vote when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the EGM is maintained.

Questions for Chairman or the Board of Directors



- If you would like to ask a question during the EGM, select the messaging icon
- b. Type your message within the chat box. Once completed click the "send" button.

Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.

The Board will endeavour to respond to the questions submitted via the chat box which are related to the resolutions to be tabled at the EGM, as well as the financial performance/ prospects of the Company, to the extent where time permits. In the event the Board is unable to respond to your questions during the EGM, you may email your questions to investor.relations@khj-my.com after the EGM.

Alternatively, you may also submit your questions in advance to investor.relations@khjmy.com by 3:30 p.m., Friday, 24 July 2020 and the Board will endeavour to respond to the questions submitted during the EGM.

DESCRIPTION	PROCEDURES
	Remote Voting
	You may proceed to cast your votes on each of the proposed resolutions to be tabled at the
	EGM as soon as the Chairman calls for the poll to be opened and until such time when the
	Chairman announces the closure of the poll:
	 a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices. b. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. c. To change your vote, simply select another voting direction. d. If you wish to cancel your vote, please press "Cancel".
	You are reminded to cast your votes before the poll is closed. Please note that you are <u>not</u> <u>able</u> to change your voting choices after you have confirmed and submitted your votes.
	The Scrutineers will verify the poll result reports upon the closure of the poll by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.
End of Participation	Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the Messaging window will be disabled.

Vouchers or Gifts

No vouchers or gifts will be given to shareholders/proxies/corporate representatives who participate in the EGM.

Enquiry

If you have any enquiries prior to the EGM or if you wish to request for technical assistance to participate in the fully virtual EGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.), details as below:

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Tel: +603 - 7890 4700 (helpdesk)

Fax : +603 - 78904670

Email: BSR.Helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.