



BINTAI KINDEN CORPORATION BERHAD

[Registration No. 199401005191(290870-P)]

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Bintai Kinden Corporation Berhad ("BKCB" or the "Company") will be conducted fully virtual at the broadcast venue at Boardroom, 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 30 December 2020 at 2.30 p.m. via remote participation and voting facilities which are available at Tricor Investor & Issuing House Services Sdn Bhd's website ("TIIH Online") at <https://tiih.online> for the purpose of considering, and, if thought fit, passing the following ordinary resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED SETTLEMENT OF THE OUTSTANDING DEBT OWING BY OPTIMAL PROPERTY MANAGEMENT SDN BHD ("OPM"), A WHOLLY-OWNED SUBSIDIARY OF BINTAI KINDEN CORPORATION BERHAD ("BKCB" OR THE "COMPANY") OF RM23,397,091.37 TO HANDAL JAYABINA SDN BHD ("HANDAL") VIA THE ISSUANCE AND ALLOTMENT OF 31,800,000 NEW ORDINARY SHARES IN BKCB, 28,500 NEW ORDINARY SHARES IN OPM AND CASH PAYMENTS AMOUNTING TO RM886,091 ("PROPOSED DEBT SETTLEMENT")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required) and the fulfilment of the conditions precedent set out in the Debt Settlement Agreement dated 21 October 2020, approval be and is hereby given to the Board of Directors of BKCB, subject to the terms and conditions as set out in the Debt Settlement Agreement dated 21 October 2020 entered into between the Company, OPM and Handal pursuant to the Proposed Debt Settlement, for the following:-

- (a) to issue and allot 31,800,000 new BKCB Shares to Handal at the issue price of RM0.645 per BKCB Share to Handal in settlement of up to RM20,511,000 of the total outstanding debt of RM23,397,091.37; and
- (b) such new BKCB Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing BKCB Shares, save and except that such new BKCB 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 issuance and allotment of such new BKCB Shares.

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party(ies) as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and complete the Proposed Debt Settlement with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

BY THE ORDER OF THE BOARD

BINTAI KINDEN CORPORATION BERHAD

NG LAI YEE

SSM PC NO. 202008000977

(MAICSA 7031768)

Company Secretary

Kuala Lumpur

15 December 2020

Notes:-

- (1) The EGM of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. Please follow the steps and procedures provided in the Administrative Details for the EGM of the Company in order to register, participate and vote remotely via RPV.
- (2) The Chairman of the EGM will be at the broadcast venue in compliance with Section 327(2) of the Companies Act 2016. Members/proxies/corporate representatives will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.
- (3) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the RPV provided by Tricor Investor & Issuing House Services Sdn Bhd ("TIIH" or the Company's "Share Registrar") via **TIIH Online** at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the EGM and read the notes below in order to participate remotely via the RPV.
- (4) Members may submit questions to the Board of Directors prior to the EGM via **TIIH Online** at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than Monday, 28 December 2020 at 2.30 p.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- (5) A member entitled to participate and vote at this meeting is entitled to appoint a proxy or proxies to participate 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.
- (6) 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.
- (7) 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.
- (8) A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details of the EGM.
- (9) The appointment of proxy may be made in hard copy or by electronic means in the following manner and must be received by the Company's Share Registrar not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote:
 - (A) **In hard copy**
To be deposited with the Registered Office of the Company of 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur; or
 - (B) **By electronic means via TIIH Online**
The Form of Proxy can be lodged electronically via **TIIH Online** at <https://tiih.online> (applicable to individual members only). Please refer to the Administrative Details of the EGM for further information on electronic submission.
- (10) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with 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 appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (11) For a corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment with 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 appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:
 - (A) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Constitution of the corporate member.
 - (B) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (12) Please ensure all the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
- (13) Last date and time for lodging this Form of Proxy is Monday, 28 December 2020 at 2.30 p.m.
- (14) Only members whose names appear in the Register of Depositories as at 21 December 2020 shall be regarded as a member entitled to participate and vote at this EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate 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 members has obtain the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data 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.