

# NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING



(Company No.: 199701008362 (423858-X))  
(Incorporated in Malaysia under the Companies Act, 1965 and deemed  
registered under the Companies Act, 2016)

NOTICE IS HEREBY GIVEN that the 24<sup>th</sup> Annual General Meeting (“**AGM**”) of BIMB Holdings Berhad (“**BHB**” or “the Company”) will be held fully virtual at the broadcast venue at Level 31, Menara Bank Islam, 22 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 2 June 2021 at 10.00 a.m. for the following purposes:

## ORDINARY BUSINESS

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To re-elect Datuk Nik Mohd Hasyudeen Yusoff who is retiring by rotation in accordance with Clause 133 of the Company’s Constitution and being eligible, has offered himself for re-election. (Ordinary Resolution 1)
3. To re-elect Encik Zahari @ Mohd Zin Idris who is retiring by rotation in accordance with Clause 133 of the Company’s Constitution and being eligible, has offered himself for re-election. (Ordinary Resolution 2)
4. To approve the Directors’ fees and benefits of up to RM2,502,000.00 payable to the Directors from this 24<sup>th</sup> Annual General Meeting until the 25<sup>th</sup> Annual General Meeting of the Company. (Ordinary Resolution 3)
5. To re-appoint Messrs. PricewaterhouseCoopers PLT as the External Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

## SPECIAL BUSINESS

6. Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

“That subject to the Companies Act 2016, Company’s Constitution and the Listing Requirements of Bursa Malaysia Securities Berhad approval be and is hereby given to BIMB Holdings Berhad and its subsidiaries to enter into the category of recurrent related party transactions of a revenue or trading nature with those related parties as specified in Section 2.1.3 of the Circular to Shareholders dated 30 April 2021 which are necessary for the Group’s day-to-day operations subject to the following:

- a) The transactions carried out are in the ordinary course of business and are on normal commercial terms that do not favour the related parties more than the general public;
- b) Are not detrimental to the minority shareholders of the Company; and
- c) Will be disclosed in the annual report with the breakdown of the aggregate value of transaction conducted during the financial year pursuant to the shareholders’ mandate during the financial year (Mandate).

And that the Mandate conferred by this resolution shall commence immediately upon the passing of this Resolution;

And that such Mandate shall continue to be in force until:

- i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act 2016); or
- iii) it is revoked or varied by a resolution passed by the shareholders in a general meeting.

whichever is the earlier.”

(Ordinary Resolution 5)

# NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

7. Proposed renewal of the authority for Directors to allot and issue new ordinary shares of BHB, for the purpose of the Company's Dividend Reinvestment Plan ("DRP") that provides the shareholders of BHB the option to elect to reinvest their cash dividend in new BHB Shares.

"**THAT** pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 27 October 2014 and renewed at the Annual General Meeting held on 26 August 2020 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new BHB Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new BHB Shares shall be fixed by the Directors based on the adjusted five (5) market days volume weighted average market price ("**VWAP**") of BHB Shares immediately prior to the price-fixing date after applying a discount of not more than 10%, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

**AND THAT** the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company."

(Ordinary Resolution 6)

8. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**MARIA MAT SAID**

Company Secretary (LS 0009400)  
Practicing Certificate No. 202008002449  
Kuala Lumpur  
3 May 2021

**EXPLANATORY NOTES:**

**1. AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for the shareholders' information and discussion only. It does not require shareholders' approval, and therefore Audited Financial Statements are not put forward for voting.

**2. RE-ELECTION OF DIRECTORS**

- (i) Ordinary Resolutions 1 and 2

Clause 133 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being, or, if their number is not three (3) or a multiple of three (3), then the nearest one-third (1/3) shall retire from office, provided that all Directors shall retire from office at least once in three (3) years, but shall be eligible for re-election.

# NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

Based on the number of Directors who are subject to retirement by rotation, two (2) out of five (5) Directors shall retire at this 24<sup>th</sup> AGM. Datuk Nik Mohd Hasyudeen Yusoff and Encik Zahari @ Mohd Zin Idris retire by rotation at this 24<sup>th</sup> AGM and being eligible, have offered themselves for re-election as Directors of the Company.

Based on the Board and Peers Evaluation 2020, the Board is of the collective view that the said Directors who are retiring at this 24<sup>th</sup> AGM have satisfactorily discharged their roles and responsibilities to act in the best interest of the Company. The Board is satisfied that, considering the wealth of expertise and experience which the retiring Directors possess, they will continue to bring sound judgement and contribute to the Board deliberations through active participation in discussion and decision-making. The Board has hereby recommended that Datuk Nik Mohd Hasyudeen Yusoff and Encik Zahari @ Mohd Zin Idris be re-elected as Directors of the Company.

Section 64(2)(a) of the Islamic Financial Services Act 2013 provides that the appointment, re-appointment, election or re-election as Chairman, Director or Chief Executive Officer of the Company is subject to approval by Bank Negara Malaysia (“BNM”). In this respect, BNM’s approval for the tenures of the Directors seeking for re-election is still effective under Ordinary Resolutions 1 and 2.

The profiles of Directors seeking for re-election are set out on pages 36 to 40 under Profile of Directors’ section of the Company’s Integrated Annual Report 2020.

### 3. DIRECTORS’ FEES AND BENEFITS

Ordinary Resolution 3

Pursuant to Section 230(1) Companies Act 2016, Shareholders’ approval is also required for Directors’ remuneration and benefits received from subsidiaries.

At the 23<sup>rd</sup> Annual General Meeting held on 26 August 2020, BHB obtained Shareholders’ approval on the payment of Directors’ fees and benefits for the Company and its subsidiaries with effect from the 23<sup>rd</sup> Annual General Meeting until the 24<sup>th</sup> Annual General Meeting of the Company in 2021. Details of Directors’ fees and benefits are enumerated on page 132 and page 133 of the Integrated Annual Report 2020.

The proposed Resolution 3 is for the payment of the Directors’ fees and benefits for Directors of the Company and its subsidiaries from the 24<sup>th</sup> Annual General Meeting until the 25<sup>th</sup> Annual General Meeting of the Company in accordance with the remuneration framework as set out on page 132 of the Integrated Annual Report 2020.

The Board Nomination and Remuneration Committee (“BNRC”) had on 31 January 2020, reviewed and concluded that the existing remuneration framework remain competitive and appropriate based on the responsibilities of the Directors and the current market benchmarks. The Board has therefore proposed to retain the same framework for the past three (3) years, subject to a maximum amount of RM2,502,000.00. This has taken into consideration the frequency of meetings in 2021.

If Resolution 3 is passed, Directors’ fees and benefits will be paid by the Company on a monthly basis and/or as and when incurred.

### 4. RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 4

The Board, through the Board Audit and Examination Committee (“BAEC”) had on 29 January 2021, completed its annual assessment on the external auditors i.e., Messrs. PricewaterhouseCoopers PLT (“PwC”) in accordance with the BNM’s Guideline on Corporate Governance for the appointment/re-appointment of external auditors. The assessment covered the following factors prior the BAEC recommendation on the re-appointment:

- i. Level of knowledge, capabilities, experience and quality of previous work;
- ii. Level of engagement with the BAEC and the Management;
- iii. Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
- iv. Adequacy in audit coverage, effectiveness in planning and conduct of audit;
- v. Ability to perform audit work within agreed timeframe;
- vi. Non-audit services rendered by the external auditors did not impede independence; and
- vii. The external auditors demonstrated unbiased stance when interpreting standards/policies adopted by the Company.

Being satisfied with PwC performance in 2020, their technical competency and audit independence as well as fulfillment of criteria as set out in BNM’s Guideline for the Appointment/Re-appointment of External Auditors, the Board, at its meeting held on 29 January 2021, approved the BAEC recommendation for the re-appointment of PwC as external auditors of the Company for the financial year ending 31 December 2021.

# NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

## 5. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

Ordinary Resolution 5

If passed, will enable the Company and/or its Subsidiaries to enter into recurrent transaction involving the interest of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

For further details on Ordinary Resolution 5, please refer to Circular to Shareholders dated 30 April 2021.

## 6. RENEWAL OF AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN RESPECT OF THE DIVIDEND REINVESTMENT PLAN ("DRP")

Ordinary Resolution 6

If passed, will give authority to the Directors to allot and issue new ordinary share for the DRP in respect of dividends to be declared until the next Annual General Meeting. A renewal of this authority will be sought at the next Annual General Meeting.

## NOTES ON ABSTENTION FROM VOTING

Any Director referred to in Ordinary Resolutions 1 and 2, who is a Shareholder of the Company will abstain from voting on the resolutions in respect of his/her re-election at the 24<sup>th</sup> AGM.

All Directors who are Shareholders of the Company will abstain from voting on Ordinary Resolution 3 concerning Directors' remuneration at the 24<sup>th</sup> AGM.

## NOTES ON VIRTUAL AGM, VOTING RIGHTS AND PROCEDURES

- 1) The 24<sup>th</sup> AGM of the Company will be conducted **entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities** ("RPEV"). The Virtual Meeting via RPEV will be available at <https://web.lumiagm.com>. Please follow the procedures provided in the Administrative Guide for the 24<sup>th</sup> AGM in order to register, participate and vote remotely.
- 2) The venue of the 24<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 96 of the Company's Constitution which requires the Chairman of the meeting to be present at the main venue of the meeting. The notification of the venue of the 24<sup>th</sup> AGM is to inform shareholders where the electronic AGM production and streaming would be conducted. NO shareholders/proxies from the public will be physically allowed at the meeting venue.
- 3) In accordance with Clause 109 of the Company's Constitution, each member of the Company ("**Member**") shall be entitled to present and to vote at any general meeting of the Company, either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partially paid shares where calls are not due and unpaid. Members may exercise their rights to participate (including pose questions via the RPEV) during the 24<sup>th</sup> AGM.
- 4) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 24<sup>th</sup> AGM will be conducted by way of a poll.
- 5) The Company has appointed its share registrar i.e., Boardroom Share Registrars Sdn Bhd ("**Boardroom**") as a poll administrator to conduct the poll by way of electronic voting ("**e-voting**") and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify the poll results.

## NOTES ON APPOINTMENT OF PROXY

- 1) In accordance with Clause 92 of the Company's Constitution, a Member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:-
  - a) save as provided for Note (2) below, Clause 113 of the Company's Constitution and the Companies Act 2016, each member shall not be permitted to appoint more than two (2) proxies to attend the same meeting; and
  - b) where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

# NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

- 2) For the avoidance of doubt and subject always to Note (1)(b) above, the Company's Constitution and the Companies Act 2016:
  - a) where a Member 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 an exempt authorized nominee may appoint in respect of each omnibus account it holds; and
  - b) where a Member is an authorised nominee, he/she may appoint at least one (1) proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorized nominee may be made separately or in one instrument of proxy should specify the securities account number and the name of the beneficial owner for whom the authorized nominee is acting.
- 3) There shall be no restriction as to the qualification of the proxy. Hence, a proxy may not need to be a Member.
- 4) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
- 5) The instrument appointing a proxy ("**Proxy Form**") must be deposited at the Registrar's office in the following manner:
  - a) by electronic means through the Boardroom Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT"; or
  - b) by hand or post to Boardroom Share Registrar Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than forty eight (48) hours before the time appointed for holding the meeting which is no later than 10.00 a.m. on Monday, 31 May 2021.
- 6) The lodging of a completed Proxy Form does not preclude a Member from attending and voting should the Member decided to do so. If the Member subsequently decided to attend the 24<sup>th</sup> AGM, the Member is requested to revoke the earlier appointment of proxy by notifying Boardroom in writing, no later than Monday, 31 May 2021 at 10.00 a.m.

## **MEMBERS ENTITLED TO ATTEND THE VIRTUAL AGM**

For the purpose of determining a Member who is entitled to attend the virtual 24<sup>th</sup> AGM, the Company will request Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 93 of the Company's Constitution, to issue a Record of Depositor ("ROD") as at 25 May 2021. Only Depositor whose name appears on the ROD as at 25 May 2021 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

# STATEMENT ACCOMPANYING NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

## **DIRECTORS WHO ARE STANDING FOR RE-ELECTION AT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, BIMB Holdings Berhad wishes to highlight the Directors who are standing for re-election pursuant to Clause 133 of the Company's Constitution at the 24<sup>th</sup> Annual General Meeting of the Company are as follows:-

**1. Datuk Nik Mohd Hasyudeen Yusoff**

(Non-Independent Executive Director)

**2. Encik Zahari @ Mohd Zin Idris**

(Non-Independent Non-Executive Director)

Profiles of the above Directors are set out on pages 34 to 41 of this Integrated Annual Report.

## **DATE, TIME AND PLACE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING**

The 24<sup>th</sup> Annual General Meeting of BIMB Holdings Berhad will be held as follows:

Date : Wednesday, 2 June 2021

Time : 10.00 a.m.

How : Fully Virtual Meeting

Where : Broadcast venue at Level 31, Menara Bank Islam, 22 Jalan Perak, 50450 Kuala Lumpur, Malaysia

# PROXY FORM



(Company No.: 199701008362 (423858-X))  
(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

\*I/We \_\_\_\_\_  
\*NRIC No./Passport No./Company No. \_\_\_\_\_  
of \_\_\_\_\_  
and telephone no./email address \_\_\_\_\_  
being a \*member/members of BIMB Holdings Berhad (the "Company"), hereby appoint

Full Name and Address (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholdings
Email Address		Tel No	

\*and/or

Full Name and Address (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholdings
Email Address		Tel No	

or failing \*him/her, the Chairman of the meeting as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held fully virtual at the broadcast venue at Level 31, Menara Bank Islam, 22 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 2 June 2021 at 10.00 a.m. or any adjournment thereof.

Please indicate with an "x" in the appropriate space(s) provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion.

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1	TO RE-ELECT DATUK NIK MOHD HASYUDEEN YUSOFF AS A DIRECTOR		
2	TO RE-ELECT ENCIK ZAHARI @ MOHD ZIN IDRIS AS A DIRECTOR		
3	TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS AMOUNTING TO RM2,502,000 PAYABLE TO DIRECTORS FROM THIS 24 <sup>TH</sup> AGM UNTIL THE 25 <sup>TH</sup> AGM OF THE COMPANY		
4	TO RE-APPOINT MESSRS. PRICEWATERHOUSECOOPERS PLT AS THE EXTERNAL AUDITORS OF THE COMPANY		
5	PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE		
6	RENEWAL OF AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE ORDINARY SHARES OF THE COMPANY IN RELATION TO DIVIDEND REINVESTMENT PLAN		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

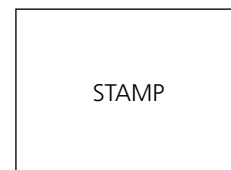
\_\_\_\_\_  
Signature of Member/Common Seal  
*\*Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he/she thinks fit

Notes:

1. The 24<sup>th</sup> AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting Facilities ("RPEV"). The virtual meeting Facilities will be available at <https://web.lumiagm.com>. Please follow the procedures provided in the Administrative Guide for the 24<sup>th</sup> AGM in order to participate remotely.
2. The venue of the 24<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Act and Clause 96 of the Company's Constitution which requires the Chairman of the meeting to be present at the main venue of the meeting. The notification of the venue of the 24<sup>th</sup> AGM is to inform shareholders where the electronic 24<sup>th</sup> AGM production and streaming will be conducted. NO shareholders/proxies from the public will be physically allowed at the meeting venue.
3. In accordance with Clause 109 of the Company's Constitution, each member of the Company ("Member") shall be entitled to present and to vote at any general meeting of the Company, either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partially paid shares where calls are not due and unpaid. Members may exercise their rights to participate (including pose questions via the RPEV) during the 24<sup>th</sup> AGM.
4. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 24<sup>th</sup> AGM will be conducted by way of a poll.
5. The Company has appointed its share registrar, i.e. Boardroom Share Registrar Sdn. Bhd. ("Boardroom" or "Registrar") as the poll administrator to conduct the poll by way of electronic voting ("e-voting") and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineers to verify the poll results.
6. For the purpose of determining a Member who is entitled to attend the virtual 24<sup>th</sup> AGM, the Company will request Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 93 of the Company's Constitution, to issue a Record of Depositor ("ROD") as at 25 May 2021. Only a Member whose name appears on the ROD as at 25 May 2021 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on his/ her behalf.
7. Notes on Appointment of Proxy:
  - (a) In accordance with Clause 92 of the Company's Constitution, a Member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:
    - (i) save as provided under Note (b) below, Clause 113 of the Company's Constitution and the Companies Act 2016, each Member shall not be permitted to appoint more than two (2) proxies to attend the same meeting; and
    - (ii) where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
  - (b) For the avoidance of doubt and subject always to Note (a)(ii) above, the Company's Constitution and the Companies Act 2016:
    - (i) where a Member 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 an exempt authorised nominee may appoint in respect of each omnibus account it holds; and
    - (ii) where a Member is an authorised nominee, he/she may appoint at least one (1) proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy should specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
  - (c) There shall be no restriction as to the qualification of the proxy. Hence, a proxy need not be a Member.
  - (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
  - (e) The instrument appointing a proxy ("Proxy Form") must be deposited at the Registrar's office in the following manner:
    - (i) by electronic means through the Boardroom Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT"; or
    - (ii) by hand or post to Boardroom Share Registrar Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting which is no later than Monday, 31 May 2021 at 10.00 a.m.
  - (f) The lodging of a completed Proxy Form does not preclude a Member from attending and voting should the Member decides to do so. If the Member subsequently decided to attend the 24<sup>th</sup> AGM, the Member is requested to revoke the earlier appointment of proxy by notifying Boardroom in writing, no later than 10.00 a.m., Monday, 31 May 2021.

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## BOARDROOM SHARE REGISTRARS SDN BHD

11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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# ADMINISTRATIVE GUIDE FOR THE 24<sup>TH</sup> ANNUAL GENERAL MEETING ('24<sup>TH</sup> AGM')



(Company No.: 199701008362 (423858-X))  
(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

<b>Day and Date</b>	: <b>Wednesday, 2 June 2021</b>
<b>Time</b>	: 10.00 a.m.
<b>Meeting Platform</b>	: <a href="https://web.lumiagm.com">https://web.lumiagm.com</a>
<b>Registration</b>	: Fully virtual meeting via Remote Participation and Electronic Voting ("RPEV") facilities.
<b>Broadcast Venue</b>	: Level 31, Menara Bank Islam, 22 Jalan Perak, 50450 Kuala Lumpur, Malaysia.
<b>Mode of Communication</b>	: 1. Type text in the meeting platform. The messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e., one (1) hour before the meeting, which is from 9.00 a.m. on Wednesday, 2 June 2021. 2. Email questions in advance to BIMB Holdings Berhad's ("BHB" or "Company") Investor Relations at <a href="mailto:investor@bimbholdings.com">investor@bimbholdings.com</a> in relation to the agenda items for the 24 <sup>th</sup> AGM commencing from 10 May 2021 and in any event no later than Monday, 24 May 2021 at 10.00 a.m

## FULLY VIRTUAL 24<sup>TH</sup> AGM

1. In support of the Government of Malaysia on-going efforts to contain the spread of the COVID-19 and the Government's advice of social distancing and not having mass gatherings, the 24<sup>th</sup> AGM of the Company will be **conducted entirely on a virtual basis through live streaming and online remote voting via RPEV**.
2. The Company invites shareholders to participate in the 24<sup>th</sup> AGM from their home or office and follow the entire proceedings as the 24<sup>th</sup> AGM will be conducted via RPEV. With the RPEV, you may exercise your right as a member of the Company to participate and vote at the 24<sup>th</sup> AGM. The RPEV is also in line with Practice 12.3 of the Malaysian Code on Corporate Governance. The decision is made pursuant to Section 327 of the Companies Act 2016 ("Act") and Clause 96 of the Company's Constitution.
3. The broadcast venue is strictly for the purpose of complying with Section 327 (2) of the Act and Clause 96 of the Company's Constitution that requires the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders or proxies from the public will be physically allowed at the meeting venue.** All members are urged to attend the 24<sup>th</sup> AGM remotely via meeting platform available on the designated link at <https://web.lumiagm.com/>
4. Shareholders can participate in our virtual 24<sup>th</sup> AGM by registering online via Boardroom Smart Investor Portal at <https://boardroomlimited.my>

## PROCEDURE OF THE 24<sup>TH</sup> AGM

1. The Login user Guide for participation, posing questions and voting at the 24<sup>th</sup> AGM will be emailed to you together with your remote access user ID and password once your registration has been approved.
2. No recording or photography of the 24<sup>th</sup> AGM meeting ("Meeting", as applicable) proceedings is allowed without prior written permission of the Company.
3. You must ensure that you are connected to the internet at all times in order to participate and vote when the 24<sup>th</sup> AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained.

# ADMINISTRATIVE GUIDE FOR THE 24<sup>TH</sup> ANNUAL GENERAL MEETING ('24<sup>TH</sup> AGM')

## ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear on the Record of Depositors on 25 May 2021 (General Meeting Record of Depositors) shall be eligible to participate in the Meeting or appoint proxy(ies) to participate on his/her behalf.

## APPOINTMENT OF PROXY

1. Shareholders entitled to participate and vote at the 24<sup>th</sup> AGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the 24<sup>th</sup> AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instruction in the Form of Proxy.
2. You may download the Form of Proxy from our website at <https://bimbholdings.com>
3. If you wish to attend the virtual 24<sup>th</sup> AGM yourself, please do not submit any Form of Proxy. You will not be allowed to attend the virtual 24<sup>th</sup> AGM together with a proxy appointed by you.
4. The Form of Proxy must be deposited at the office of the Share Registrar, Boardroom Share Registrar Sdn Bhd ("**Boardroom**") at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> by logging in and selecting "**E-PROXY LODGEMENT**" not less than 48 hours before the meeting. Further information and guidance on the "Electronic Lodgement of Form of Proxy" are as follows:

### **Step 1 Register Online with Boardroom Smart Investor Online Portal (for first-time registration only)**

(Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement.)

- (a) Access website <https://boardroomlimited.my>.
- (b) Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- (c) Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### **Step 2 e-Proxy Lodgement**

- (a) Access website <https://boardroomlimited.my>.
- (b) Login with your User ID and Password given above.
- (c) Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**BIMB HOLDINGS BERHAD VIRTUAL 24<sup>TH</sup> ANNUAL GENERAL MEETING**" and click "**APPLY**".
- (d) Read the terms & conditions and confirm the Declaration.
- (e) Enter your CDS Account Number and indicate the number of securities.
- (f) Appoint your proxy(ies) or the Chairman of the 24<sup>th</sup> AGM and enter the required particulars for your proxy(ies).
- (g) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- (h) Review and confirm your proxy(ies) appointment.
- (i) Click submit.
- (k) Download or print the e-Proxy Form acknowledgement.

# ADMINISTRATIVE GUIDE FOR THE 24<sup>TH</sup> ANNUAL GENERAL MEETING ('24<sup>TH</sup> AGM')

## REVOCATION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 24<sup>th</sup> AGM yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy 48 hours before the meeting.

## REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV")

1. Please note that this option is available to **(i) individual member; (ii) corporate shareholders; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.**
2. If you choose to participate in the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.
3. Kindly follow the steps below on how to request for login ID and password.

### **STEP 1 – REGISTER ONLINE WITH BOARDROOM SMART INVESTOR PORTAL (For First Time Registration Only)**

(Note: if you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to STEP 2. Submit request for Remote Participation user ID and password.)

- (a) Access website <https://boardroomlimited.my>
- (b) Click <<Login>> and click <<Register>> to sign up as user.
- (c) Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- (d) Please enter a valid email address and wait for email verification from Boardroom.
- (e) Your registration will be verified and approved within one business day and an email notification will be provided.

### **STEP 2 – SUBMIT REQUEST FOR REMOTE PARTICIPATION USER ID AND PASSWORD**

(Note: Registration for remote access will be opened on 5 May 2021.)

#### **Individual Members**

- (a) Log in to <https://boardroomlimited.my> using your user ID and password above.
- (b) Select "**VIRTUAL MEETING**" from main menu and select the correct Corporate Event "**BIMB HOLDINGS BERHAD 24<sup>TH</sup> ANNUAL GENERAL MEETING**".
- (c) Read and agree to the terms & condition.
- (d) Enter your CDS Account Number and thereafter submit your request.

#### **Corporate Shareholders**

- (a) Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- (b) Corporate shareholder must also provide a copy of Corporate Representative's MyKad (Front and Back) or Passport in JPEG or PNG format as well as his/her email address.

#### **Authorised Nominee and Exempt Authorised Nominee**

- (a) Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of member, CDS Account Number accompanied with the Form of Proxy to submit the request.
- (b) Authorised nominee and exempt authorised nominee must also provide a copy of the Proxy Holder's MyKad (Front and Back) or Passport in JPEG or PNG format as well as his/her email address.

#### **Thereafter**

- You will receive a notification from Boardroom that your request has been received and is being verified.
- Upon system verification against the 24<sup>th</sup> AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- Please note that the closing time to submit your request is at **10.00 a.m. on Monday, 31 May 2021.**

# ADMINISTRATIVE GUIDE FOR THE 24<sup>TH</sup> ANNUAL GENERAL MEETING ('24<sup>TH</sup> AGM')

## **STEP 3 – LOGIN TO VIRTUAL MEETING PORTAL**

(Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for RPEV is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.)

- (a) The Virtual Meeting Portal will be open for login one (1) hour before the commencement of the 24<sup>th</sup> AGM at 9.00 a.m. on 2 June 2021.
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal. The meeting platform can be accessed via one (1) of the following method:
  - Launch LUMI AGM Apps by scanning the QR Code provided in the email notification;
  - Access to LUMI AGM webportal via website at <https://web.lumiagam.com>
- (c) The steps will also guide you on how to view live webcast, ask questions and vote.
- (d) The live webcast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the 24<sup>th</sup> AGM.
- (e) You can then logout from the Virtual Meeting Portal.

## **PARTICIPATION THROUGH LIVE WEBCAST AND QUESTION AT THE 24<sup>TH</sup> AGM**

1. Shareholders who participate in the virtual 24<sup>th</sup> AGM are able to view the Company's presentation or slides via the live webcast.
2. All modes of communications are accepted for the purpose of posting questions to the Chairman and the Board of Directors before or during the 24<sup>th</sup> AGM. Shareholders are however encouraged to post questions via the online platform during the 24<sup>th</sup> AGM.
3. You may email your question in advance in relation to the agenda item for the 24<sup>th</sup> AGM to BHB's Investor Relations at [investor@bimbholdings.com](mailto:investor@bimbholdings.com) commencing from 10 May 2021 and in any event no later than Monday, 24 May 2021 at 10.00 a.m.
4. The Chairman and the Board of Directors will endeavor their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the 24<sup>th</sup> AGM. If there is time constraint, the responses to relevant questions will be published on the Company's website at the earliest possible, after the 24<sup>th</sup> AGM.

## **VOTING PROCEDURE AT THE 24<sup>TH</sup> AGM**

1. The voting procedure will be conducted by poll in accordance with Paragraph 8.29A Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (e-voting) and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify and validate the poll results.
2. At the Meeting, you will be provided a briefing on the e-voting housekeeping rules.
3. For the purposes of this 24<sup>th</sup> AGM, e-voting will be carried out via personal smart mobiles, tablets or personal computer/laptops.
4. Shareholders and proxies are required to use one (1) of the following methods to vote remotely:
  - a. Launch Lumi Apps by scanning the QR code given to you in the email along with your remote participation User ID and Password; OR
  - b. Access to LUMI AGM website at URL <https://web.lumiagam.com/>
5. You may proceed to cast your votes on each of the proposed resolutions as soon as the Chairman calls for the poll to be opened until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. The Independent Scrutineers will verify the poll results reports upon closing of the poll session by the Chairman and the Chairman will declare whether with resolutions put on vote were successfully carried or otherwise.

# ADMINISTRATIVE GUIDE FOR THE 24<sup>TH</sup> ANNUAL GENERAL MEETING ('24<sup>TH</sup> AGM')

## INTEGRATED ANNUAL REPORT 2020

As part of our commitment to sustainable practices, the Integrated Annual Report ("IAR") 2020 and the following documents are available on Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company Announcements of BIMB Holdings Berhad and also at the Company's website at [www.bimbholdings.com](http://www.bimbholdings.com):-

- i. Corporate Governance Report 2020.
- ii. Notice of the 24<sup>th</sup> AGM, Form of Proxy and Administrative Guide for the 24<sup>th</sup> AGM.
- iii. Request IAR 2020 Hardcopy Form.
- iv. Circular in relation to Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 30 April 2021.

## NO VOUCHERS/DOOR GIFTS

There will be no voucher(s) or any door gift(s) for shareholders/proxies who participate in the 24<sup>th</sup> AGM.

## PERSONAL DATA PRIVACY

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 (or their proxies) 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 (or their proxies) 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/proxies' breach of warranty.

## ENQUIRY

If you have general administrative enquiries on the 24<sup>th</sup> AGM, please contact the following during office hours (8.30 a.m. to 5.30 p.m.):

### Boardroom Share Registrars Sdn Bhd

Office Helpdesk	: 03-7890 4700
Encik Mohamad Azzaharul Azem Azis	: 03-7890 4726
Facsimile No.	: 03-7890 4670
Email	: bsr.helpdesk@boardroomlimited.com
	: azzaharul.azem@boardroomlimited.com