



BINTAI KINDEN CORPORATION BERHAD

199401005191 (290870-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Seventh ("27th") Annual General Meeting ("AGM") of the Company will be conducted fully virtual on Tuesday, 28 September 2021 at 10.00 a.m. via the online meeting platform provided by One Capital Market Services Sdn Bhd ("One Capital") at <https://www.onecapital.com.my/>, for the following purposes:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for financial year ended 31 March 2021 together with Reports of the Directors' and Auditors' thereon.
- To approve the payment of Directors' Fees amounting to RM50,000 in respect of the financial year ended 31 March 2021.
- To approve the Directors' Other Benefits payable of up to an amount of RM10,000 from 29 September 2021 to the next AGM of the Company.
- To reelect the following Directors who are retiring in accordance with Clause 113 of the Company's Constitution:
 - Ibrahim Bin Othman
 - Noor Azri Bin Noor Azeral
 - Ooi Jit Huat
 - Mohd Shakir Bin Shahimi
 - Aswath A/L Ramakrishnan
- To reappoint Messrs. HLB AAC PLT (formerly known as Messrs. Morison AAC PLT) as Auditors of the Company and to authorise the Directors to fix their remuneration.

Explanatory Note A

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

SPECIAL BUSINESS

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

- Proposed Reappointment of Tan Sri Dato' Kamaruzzaman Bin Shariff as an Independent Non-Executive Director**
"THAT Tan Sri Dato' Kamaruzzaman Bin Shariff be hereby reappointed and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years pursuant to Practice 5.3 of the Malaysian Code of Corporate Governance 2021."
- 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 twenty percentum (20%) of the total issued shares of the Company 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 AGM of the Company."
- To transact any other business of which due notice shall have been given in accordance with the Act.

Ordinary Resolution 9

Ordinary Resolution 10

By Order of the Board

BINTAI KINDEN CORPORATION BERHAD

NG LAI YEE

SSM PC No. 202008000977

(MAICSA 7031768)

Company Secretary

Kuala Lumpur

30 August 2021

NOTES:

- The 27th AGM of the Company will be conducted fully virtual via Remote Participation and Voting ("RPV") facilities from the online meeting platform provided by One Capital Market Services Sdn Bhd ("One Capital" or "the Company's Share Registrar") at <https://www.onecapital.com.my/>. Please follow the steps and procedures provided in the Administrative Details of the 27th AGM of the Company in order to register, participate and vote remotely via RPV.
- Members are to participate (including posing questions to the Board via real time submission of typed texts) and vote remotely at the 27th AGM via the RPV facilities provided by One Capital.
- Members may submit questions to the Board of Directors prior to the 27th AGM via One Capital at <https://www.onecapital.com.my/> no later than **Sunday, 26 September 2021 at 10.00 a.m.** or to use the Q&A Panel to transmit questions to the Chairman/Board via RPV during the online meeting.
- A member entitled to participate and vote at this meeting may 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.
- 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 nominee may appoint in respect of each omnibus account it holds.
- A member who has appointed a proxy, an attorney or authorised representative to participate and vote at this 27th AGM via RPV must request his/her proxy to register himself/herself for RPV at the online website of One Capital at <https://www.onecapital.com.my/>.
- The appointment of proxy may be made in the form of hard copy to be deposited with the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur or lodged electronically via sr@onecapital.com.my not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote.
- 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 General Meeting or adjourned General Meeting 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.
- 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 in which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member; or
 - 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:
 - at least two (2) authorised officers, of whom shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Please ensure that all the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is **Sunday, 26 September 2021 at 10.00 a.m.**
- Only members whose names appear in the Record of Depositors as at **21 September 2021** shall be regarded as members entitled to participate and vote remotely at this AGM.

EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

Note A - Audited Financial Statements for year ended 31 March 2021

The Audited Financial Statements together with the Reports of the Directors' and Auditors' that are laid at AGM of the Company pursuant to Section 340(1)(a) of the Act do not require shareholders' approval. Hence, this agenda item is merely for discussion and not put forward for voting.

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

Pursuant to Section 230(1) of the Act 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 2021 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 9 - Proposed Reappointment of Tan Sri Dato' Kamaruzzaman Bin Shariff as an Independent Non-Executive Director

The Board of Directors has vide the Nomination Committee, assessed the independence of Tan Sri Dato' Kamaruzzaman Bin Shariff who has served as Independent Director for a cumulative term of more than nine (9) years. The Board of Directors therefrom have recommended for Tan Sri Dato' Kamaruzzaman Bin Shariff to continue acting as Independent Director based on the following justifications:

- Qualified as Independent Director 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 with his in-depth knowledge and experiences, and understand the operations and nature of business of the Group;
- Discharged his professional duties in good faith and in the best interests of all the shareholders of the Company.
- Have the caliber and personal qualities to challenge the management in an effective and constructive manner and have never compromise on his independent judgement.

The reappointment will be subject to shareholders' approval in accordance with Practice 5.3 of the Malaysian Code of Corporate Governance 2021.

Ordinary Resolution 10 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution proposed under Resolution 10 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 AGM, 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 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**"). The 20% General Mandate may be utilised by the Company to issue new shares until 31 December 2021 and thereafter, the 10% limit under Paragraph 6.03(i) of the Main Market Listing Requirements will be reinstated.

The Board viewed that the 20% General Mandate is in the best interest of the Company as it will provide the flexibility to the Directors of the Company to allot and issue 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, during this challenging period.

(The increased 20% General Mandate is made pursuant to the directive issued by Bursa Malaysia Securities Berhad via its letter dated 16 April 2020)

STATEMENT ACCOMPANYING NOTICE OF THE 27TH AGM

(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 ("MMLR") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), no individual is standing for election as Director of the Company at the 27th AGM of the Company.

(ii) General mandate for issue of securities

The proposed general mandate under paragraph 6.03 of the Main Market Listing Requirements for issuing of new securities under Ordinary Resolution 10 is a renewal of previous mandate obtained at the preceding 26th AGM of the Company held on 29 September 2020.

The Company has increased its issued and paid up share capital from 289,591,740 to 381,891,740 via the issuance of 92,300,000 new ordinary shares during the financial year, upon approval obtained from Bursa Malaysia Securities Berhad and shareholders of the Company.

The proceeds raised from the issuance of new shares have been utilised for repayment of bank borrowings and working capital requirements of the Group.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.