



**BINTAI KINDEN CORPORATION BERHAD**  
 [Registration No. 199401005191 (290870-P)]  
 (Incorporated in Malaysia)

**NOTICE OF THIRTIETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirtieth ("30<sup>th</sup>") Annual General Meeting ("AGM") of the Company will be held and conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") Facilities at <https://bintai-agm.digerati.com.my> (Domain registration number D1A119533) provided by Digerati Technologies Sdn. Bhd. in Malaysia on Monday, 9 September 2024 at 10.00 a.m. or at any adjournment thereof for the following businesses:

**AGENDA**

**Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.   | Explanatory Note A                             |
| 2. To re-elect the following Directors who retire in accordance with Paragraph 108 of the Constitution of the Company and being eligible, have offered themselves for re-election:-<br>a) Datuk Tay Chor Han<br>b) Mr Ooi Jit Huat | Ordinary Resolution 1<br>Ordinary Resolution 2 |
| 3. To approve the payment of Directors' fees amounting to RM104,350 for the financial year ended 31 March 2024.  | Ordinary Resolution 3                          |
| 4. To approve the payment of Directors' fees amounting to RM160,000 for the period from 1 April 2024 until the next AGM of the Company.  | Ordinary Resolution 4                          |
| 5. To approve the payment of Directors' benefits up to an amount not exceeding RM30,000 for the period from 30 <sup>th</sup> AGM until the next AGM of the Company.  | Ordinary Resolution 5                          |
| 6. To re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | Ordinary Resolution 6                          |

**Special Business**

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

- |   |                       |
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| 7. <b>Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016</b> | Ordinary Resolution 7 |
|---|-----------------------|

"THAT subject to the Companies Act 2016, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue new shares in the capital of the Company, grant rights to subscribe for shares in the Company from time to time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, to any persons who are not prescribed by Paragraph 6.04(c) of the Listing Requirements provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so allotted and issued from the Bursa Securities and that such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Paragraph 7(3)(a) of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company."

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)  
 Company Secretary

Kuala Lumpur

Date: 31 July 2024

Notes: -

- Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this 30<sup>th</sup> AGM using RPV Facilities provided by Digerati Technologies Sdn. Bhd. in Malaysia via its portal website at <https://bintai-agm.digerati.com.my>.
- 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.
- For the purposes of determining a member who shall be entitled to participate in the 30<sup>th</sup> AGM via the RPV Facilities, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at **3 September 2024**. Only a depositor whose name appears on the Record of Depositor as at 3 September 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- The appointment of proxy may be made in the form of hard copy to be deposited with the Share Registrar's office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur or email to [admin@aldpro.com.my](mailto:admin@aldpro.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 Share Registrar's office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 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 and jurisdiction of the country 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 Share Registrar's office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 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 to 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 directors; or
    - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

**Explanatory Notes to Ordinary Business:**

**Note A of the Agenda - Audited Financial Statements for the financial year ended 31 March 2024**

This item in the agenda is solely for discussion purpose, as Section 340(1)(a) of the Companies Act 2016 does not require shareholders to formally approve the audited financial statements. Therefore, the matter will not be put forward for voting.

**Ordinary Resolutions 1 to 2: Re-election of Directors who retire pursuant to Paragraph 108 of the Company's Constitution**

The following Directors who are standing for re-election as Directors of the Company pursuant to the Company's Constitution at the forthcoming 30<sup>th</sup> AGM of the Company and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution: -

- Datuk Tay Chor Han; and
- Mr. Ooi Jit Huat.

(collectively referred to as "Retiring Directors")

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

**Explanatory Notes to Special Business:**

**Ordinary Resolution 7: Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7 is a renewal of general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the 29<sup>th</sup> AGM on 15 September 2023 ("Previous Mandate").

As at the date of this Notice, the Company has allotted 281,536,000 new ordinary shares via Private Placement under the general mandate granted to the Directors at the 29<sup>th</sup> Annual General Meeting held on 15 September 2023. The total proceeds of RM16,554,316 was raised from the Private Placement. Please refer to the additional compliance information as disclosed in the Annual Report 2024 for the details of the utilisation of proceeds.

The proposed Ordinary Resolution 7, if passed, will renew the general mandate given to the Directors of the Company to allot ordinary shares of the Company from time to time and expand the mandate to grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares issued and allotted, to be subscribed under any rights granted, to be issued from the conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being ("Renewed General Mandate"). In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The Renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Renewed General Mandate will enable the Directors to allot and issue ordinary shares at any time up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being without convening a general meeting which will be both time and cost consuming. The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to the placement of shares for the purpose of funding future investment project(s), working capital and/or acquisitions.

Please refer to Section 85(1) of the Companies Act 2016 and Paragraph 7(3)(a) of the Company's Constitution as detailed below. Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Paragraph 7(3)(a) of the Company's Constitution provides as follows:

"(3)(a). Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by the notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, on the opinion of the directors, be conveniently offered under this Constitution."

In order for the Directors to issue any new Shares or other convertible securities free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude your pre-emptive rights over all new shares, options over or grant of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities under the authority to Directors to allot shares.

**Statement Accompanying Notice of Annual General Meeting**

Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities: -

- Details of individual who are standing for election as Directors (excluding Directors for re-election).**  
 No individual is seeking election as a Director at the 30<sup>th</sup> AGM of the Company.
- General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities.**

The details of the general mandate/authority for Directors of the Company to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note to Special Business of the Notice of 30<sup>th</sup> AGM of the Company.