



BUILDING QUALITY HOME

## BV LAND HOLDINGS BERHAD

Registration No. 201901025625 (1334954-V)

(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting of the Company will be conducted fully virtual from the Online Meeting Platform at <https://rb.gy/nie4wl> provided by Acclime Corporate Services Sdn Bhd on Friday, 27 September 2024 at 11.00 a.m., for the following purposes:-

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 April 2024 with the Directors' and Auditors' Reports thereon.
2. To approve the Non-Executive Director's Fees of up to an amount of RM24,000.00 from 28 September 2024 until the conclusion of the next Annual General Meeting.
3. To re-elect Dato' Koh Chun Kiat who retires in accordance with Clause 97.1 of the Company's Constitution.
4. To re-appoint Messrs. Morison LC PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

**Please refer to Explanatory Note 1  
Ordinary Resolution 1  
Ordinary Resolution 2  
Ordinary Resolution 3**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution:-

5. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

**Ordinary Resolution 4**

"**THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares of the Company at the time of issue, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

6. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

**BV LAND HOLDINGS BERHAD**

**LIM LI HEONG (MAICSA 7054716)**

**(SSM Practising Certificate No.: 202008001981)**

**WONG MEE KIAT (MAICSA 7058813)**

**(SSM Practising Certificate No.: 202008001958)**

Company Secretaries

Kuala Lumpur

**29 August 2024**

#### NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his/her behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Subject to any express requirement of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, at any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands). For votes on a show of hands a holder of ordinary shares who presents as a member or a member's representative or proxy or attorney and is entitled to vote shall be entitled to one (1) vote on any question at any general meeting.
5. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
6. The Form of Proxy shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the taking of poll at the meeting or adjourned meeting.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on **19 September 2024** (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

#### EXPLANATORY NOTES

1. **Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 30 April 2024**  
The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
2. **Ordinary Resolution 4 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 100% of the total number of issued shares of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.  
The general mandate sought for issue and allotment of shares is a renewal of the mandate approved by the shareholders at the last AGM held on 5 April 2023 which will lapse at the conclusion of this AGM.  
The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.  
The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.



## **FORM OF PROXY**

**BV LAND HOLDINGS BERHAD**  
Registration No. 201901025625 (1334954-V)  
(Incorporated in Malaysia)

I/We ..... IC No. ....  
(FULL NAME IN BLOCK LETTERS)

of .....  
(FULL ADDRESS)

being a member/members of **BV LAND HOLDINGS BERHAD**, hereby appoint the following person(s) or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Fifth Annual General Meeting of the Company will be conducted fully virtual from the Online Meeting Platform at <https://rb.gy/nie4wl> provided by Acclime Corporate Services Sdn Bhd on Friday, 27 September 2024 at 11.00 a.m., and any adjournment thereof:-

Name of Proxy, NRIC No. & Address

No. of Shares to be  
represented by Proxy

1. Name :  
NRIC No. :  
Address :
2. Name :  
NRIC No. :  
Address :

\_\_\_\_\_  
\_\_\_\_\_

NO.	RESOLUTIONS		FOR	AGAINST
1.	To approve the Non-Executive Director's Fees of up to an amount of RM24,000.00 from 28 September 2024 until the conclusion of the next Annual General Meeting.	Ordinary Resolution 1		
2.	Re-election of Dato' Koh Chun Kiat	Ordinary Resolution 2		
3.	Re-appointment of Messrs. Morison LC PLT as Auditors	Ordinary Resolution 3		
4.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	Ordinary Resolution 4		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

**Number of shares** \_\_\_\_\_

**CDS Account No.** \_\_\_\_\_

.....  
Date

.....  
Signature of Member / Common Seal

Fold this flap for sealing

NOTES:

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.*
2. *A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.*
3. *A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his(her) shareholdings to be represented by each proxy.*
4. *Subject to any express requirement of the Listing Requirements, at any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands). For votes on a show of hands a holder of ordinary shares who presents as a member or a member's representative or proxy or attorney and is entitled to vote shall be entitled to one (1) vote on any question at any general meeting.*
5. *Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.*
6. *The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.*
7. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the taking of poll at the meeting or adjourned meeting.*
8. *In respect of deposited securities, only members whose names appear on the Record of Depositors on **19 September 2024** (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.*

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AFFIX  
STAMP

The Company Secretary  
**BV LAND HOLDINGS BERHAD**  
**Registration No. 201901025625 (1334954-V)**  
LEVEL 5, TOWER 8, AVENUE 5, HORIZON 2  
BANGSAR SOUTH CITY  
59200 KUALA LUMPUR

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**BV LAND HOLDINGS BERHAD**  
Registration No. 201901025625 (1334954-V)  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE**

**IN RESPECT OF THE FIFTH ANNUAL GENERAL MEETING ("AGM")  
TO BE HELD VIA AN ONLINE PLATFORM**

<b>DATE:</b> Friday, 27 September 2024	<b>TIME:</b> 11.00 a.m.	<b>BROADCAST VENUE:</b> Fully virtual via an online meeting platform at <a href="https://rb.gy/nie4wl">https://rb.gy/nie4wl</a> provided by Acclime Corporate Services Sdn. Bhd. in Malaysia
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**General Meeting Record of Depositors**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 September 2024 (General Meeting Record of Depositors) shall be eligible to participate and vote at the AGM or appoint proxy(ies) to participate and/ or vote on his(her) behalf.

**Proxy**

2. A member entitled to participate and vote remotely at the AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate at the AGM and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate at the AGM via Virtual Meeting Facilities on 27 September 2024, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not later than forty-eight (48) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Wednesday, 25 September 2024 at 11.00 a.m. The appointed proxy(ies) must register themselves via the Registration Link in Item 10 below.**



**Poll Voting**

5. The voting at the AGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed ACCLIME CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting.
6. Shareholders can proceed to vote on the resolution and submit your votes at any time from the commencement of the AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also be displayed on the screen upon the commencement of the voting session. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

**Virtual Meeting Facilities**

7. We would like to invite the Shareholders to participate and vote remotely at the AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.

8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to Acclime Corporate Services Sdn. Bhd. **not later than Wednesday, 25 September 2024 at 11.00 a.m.**
- (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
  - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the Beneficial Owner whose shares are registered under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to Acclime Corporate Services Sdn Bhd not later than **Wednesday, 25 September 2024 at 11.00 a.m.** and **register yourself via the Registration Link below.**
10. Please follow the steps below for participating and voting via the Virtual Meeting facilities:

<b>BEFORE THE AGM</b>		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>• Please click on the following link to register yourself as Shareholder/Proxy/Corporate Representative/Beneficiary Owner of an Exempt Nominee via <a href="https://rb.gy/pk2wqr">https://rb.gy/pk2wqr</a> by scanning the QR Code below for purpose of verification of attendance:</li> </ul> <div style="text-align: center;">  </div>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> <li>• Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>• You may submit any questions online by scanning the QR Code below or via <a href="https://rb.gy/hbukg1">https://rb.gy/hbukg1</a> and to submit your questions accordingly:</li> </ul> <div style="text-align: center;">  </div>
<b>ON THE AGM DAY</b>		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>• To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 11.00 a.m. on 27 September 2024.</li> <li>• If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>• The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>• Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>• Members or proxies may commence voting from 11.00 a.m. on 27 September 2024 until such time when the Chairman announces the closing of the voting session.</li> <li>• After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The 5th AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

**No Door Gift**

There will be no distribution of door gifts for the participation of the AGM.

**No Recording Or Photography**

Unauthorised recording and photography are strictly prohibited at the AGM.

**Enquiry**

If you have any enquiry or require any assistance before or during the AGM, please do not hesitate to contact the following officer during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday except public holidays):-

**ACCLIME CORPORATE SERVICES SDN BHD**

**Registration No. 199901021060 (495960-D)**

Level 5, Tower 8, Avenue 5, Horizon 2

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2280 6388

Mobile/WhatsApp : 016-602 7041

Fax : 603-2280 6399

Email : [virtualsupport@acclime.com](mailto:virtualsupport@acclime.com)

Contact Person : Acclime Virtual Meeting Administrator

Kindly check the Company's announcement to Bursa Malaysia Securities Berhad for the latest updates on the arrangement of the 5th AGM.