

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Debt Settlement (as defined herein) as set out in this Circular.



BINTAI KINDEN CORPORATION BERHAD

[Registration No. 199401005191(290870-P)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



INVESTMENT BANK BERHAD (20657-W)

Registration No. 197401003530

The Notice of the Extraordinary General Meeting (“**EGM**”) of Bintai Kinden Corporation Berhad to be conducted fully virtual at the broadcast venue at Boardroom, 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 30 December 2020 at 2.30 p.m., or at any adjournment thereof via remote participation and voting facilities which are available at Tricor Investor & Issuing House Services Sdn Bhd’s website at <https://tiih.online>. The Notice of the EGM, Administrative Details for the EGM and the Form of Proxy are enclosed herewith. The Form of Proxy should be lodged and deposited at the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for the meeting or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so, in which case the Form of Proxy deposited shall be deemed withdrawn and the proxy shall not be entitled to be present or vote at the EGM.

IMPORTANT DATES

Last day, date and time for lodging the Form of Proxy : Monday, 28 December 2020 at 2.30 p.m.

Date and time of the EGM : Wednesday, 30 December 2020 at 2.30 p.m., or at any adjournment thereof

This Circular is dated 15 December 2020

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following terms and expressions shall apply throughout this Circular:-

Act	: The Companies Act, 2016
Arbitration Proceedings	: Arbitration proceedings by OPM against Handal pursuant to the Outstanding Debt as detailed in Section 4(d)(i) of Appendix I of this Circular
BKCB Group or Group	: BKCB and its subsidiaries, collectively
BKCB or Company	: Bintai Kinden Corporation Berhad [Registration No. 199401005191 (290870-P)]
BKCB Share(s)	: Ordinary share(s) in BKCB
Board	: Board of Directors
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular	: This circular to the shareholders of BKCB in relation to the Proposed Debt Settlement
Concession	: A 25-year concession to design, construct, complete, operate and maintain the entire in-campus accommodation and related facilities for Kolej Universiti Islam Melaka awarded to OPM pursuant to the Concession Agreement dated 3 December 2015 entered into between OPM and KTIMB
Construction Contract	: A contract for the construction of Kolej Universiti Islam Melaka's in-campus accommodation for a total construction sum of RM104.50 million awarded by OPM to Handal
Debt Settlement Agreement	: An agreement entered into between BKCB, OPM and Handal dated 21 October 2020 pursuant to the Proposed Debt Settlement
EGM	: Extraordinary General Meeting
EPS	: Earnings per BKCB Share
FPE	: Financial period(s) ended/ending, as the case may be 30 September
FYE	: Financial year(s) ended/ending, as the case may be 31 March
Handal	: Handal Jayabina Sdn Bhd [Registration No. 201201022965 (1007457-P)]
KAF IB	: KAF Investment Bank Berhad [Registration No. 197401003530 (20657-W)]
KTIMB	: Kolej Teknologi Islam Melaka Berhad [Registration No. 200101030855 (566614-H)]
LAT	: Loss after taxation
LBT	: Loss before taxation

DEFINITIONS *(cont'd)*

Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 30 November 2020, being the latest practicable date prior to the printing of this Circular
LPS	: Loss per BKCB Share
M&E	: Mechanical and Electrical Engineering
NA	: Net assets
OPM	: Optimal Property Management Sdn Bhd [Registration No. 201401005402 (1081481-H)], a wholly-owned subsidiary of BKCB
OPM Share(s)	: Ordinary share(s) in OPM
Outstanding Debt	: All outstanding sum owed by OPM to Handal totalling RM23,397,091.37
PAT	: Profit after taxation
PBT	: Profit before taxation
Private Placement I	: Private placement of 28,700,000 BKCB Shares at the issue price of RM0.52 each which was completed on 28 September 2020
Private Placement II	: Private placement of 31,800,000 BKCB Shares at the issue price of RM0.565 each which was completed on 12 November 2020
Proposed Debt Settlement	: Proposed settlement of the Outstanding Debt owing by OPM to Handal to be fully satisfied in the manner as set out in Section 2.3.1 of this Circular
RM and sen	: Ringgit Malaysia and sen, respectively
Settlement Shares	: Collectively, the 31,800,000 new BKCB Shares and 28,500 new OPM Shares to be issued pursuant to the Proposed Debt Settlement
VWAMP	: Volume weighted average market price of the BKCB Shares

All reference to “**our Company**” and “**the Company**” in this Circular are to BKCB. Reference to “**our Group**” and “**the Group**” is to our Company and subsidiaries, collectively. Reference to “**we**”, “**us**”, “**our**”, and “**ourselves**” are to our Company and save where the context otherwise requires, shall include our subsidiaries.

All references to “**you**” or “**your**” in this Circular are addressing the shareholders of BKCB.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Any reference to persons shall include a body of persons, corporate or unincorporated (including a trust). Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated. Any reference in this Circular to any legislation is a reference to that legislation as amended or re-enacted.

Any discrepancy in the tables between the amount listed and the total in this Circular are due to rounding.

TABLE OF CONTENTS

	PAGE
EXECUTIVE SUMMARY	iv
 LETTER TO THE SHAREHOLDERS OF BKCB	
1. INTRODUCTION	1
2. THE PROPOSED DEBT SETTLEMENT	2
3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED DEBT SETTLEMENT	8
4. RISK FACTORS IN RELATION TO THE PROPOSED DEBT SETTLEMENT	9
5. EFFECTS OF THE PROPOSED DEBT SETTLEMENT	10
6. ADDITIONAL INFORMATION	13
7. APPROVALS REQUIRED	18
8. CONDITIONALITY OF THE PROPOSED DEBT SETTLEMENT	18
9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND PERSONS CONNECTED WITH THEM	19
10. DIRECTORS' RECOMMENDATION	19
11. TENTATIVE TIMEFRAME FOR COMPLETION	20
12. HISTORICAL SHARE PRICES	20
13. EGM	21
14. FURTHER INFORMATION	21
 APPENDIX	
I FURTHER INFORMATION	22
 NOTICE OF EGM	ENCLOSED
 ADMINISTRATIVE DETAILS FOR THE EGM	ENCLOSED
 FORM OF PROXY	ENCLOSED

[The rest of this page is intentionally left blank]

EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSED DEBT SETTLEMENT. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED DEBT SETTLEMENT AT THE FORTHCOMING EGM OF THE COMPANY.

The Company is seeking its shareholders' approval on the Proposed Debt Settlement. The Board of BKCB, having considered all relevant aspects of the Proposed Debt Settlement, recommends that you vote **IN FAVOUR** of the ordinary resolution in relation to the Proposed Debt Settlement to be tabled at the Company's forthcoming EGM to be convened.

An overview of the Proposed Debt Settlement is set out below:-

Proposed Debt Settlement	<p>On 21 October 2020, BKCB and OPM had entered into a Debt Settlement Agreement with Handal to settle the Outstanding Debt owed by OPM to Handal.</p> <p>The Outstanding Debt would be settled in the following manner:-</p> <ul style="list-style-type: none"> (a) issuance of 31,800,000 new BKCB Shares at the issue price of RM0.645 per BKCB Share to Handal; (b) issuance of 28,500 new OPM Shares to Handal in settlement of up to RM2,000,000 of the Outstanding Debt; and (c) cash payments of RM886,091. <p>Please refer to Section 2 of the Circular for detailed information on the Proposed Debt Settlement.</p>				
Rationale and justification	<p>The Board is of the opinion that the Proposed Debt Settlement is appropriate for the following reasons:-</p> <ul style="list-style-type: none"> (a) to settle the Outstanding Debt without incurring additional debt obligation/interest cost and to minimise substantial cash outflow; (b) to conserve cash reserves to be in line with the nature of the Group's construction business which is capital intensive and on project basis; (c) to increase and strengthen the capital base of the Company with the issuance of the new BKCB Shares; and (d) to allow the Company to address the legal actions instituted pursuant to the Arbitration Proceedings; <p>Please refer to Section 3 of the Circular for detailed information on the rationale and justification for the Proposed Debt Settlement.</p>				
Effects	<p>The effects of the Proposed Debt Settlement is as follows:-</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>Description</u></th> <th style="text-align: left;"><u>Effects</u></th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">(a) Issued and paid-up : share capital</td> <td style="vertical-align: top;">The Proposed Debt Settlement will increase the issued share capital of the Company from RM90.15 million consisting of 350.09 million BKCB Shares to RM110.66 million consisting of 381.89 million BKCB Shares.</td> </tr> </tbody> </table>	<u>Description</u>	<u>Effects</u>	(a) Issued and paid-up : share capital	The Proposed Debt Settlement will increase the issued share capital of the Company from RM90.15 million consisting of 350.09 million BKCB Shares to RM110.66 million consisting of 381.89 million BKCB Shares.
<u>Description</u>	<u>Effects</u>				
(a) Issued and paid-up : share capital	The Proposed Debt Settlement will increase the issued share capital of the Company from RM90.15 million consisting of 350.09 million BKCB Shares to RM110.66 million consisting of 381.89 million BKCB Shares.				

EXECUTIVE SUMMARY (cont'd)

Effects (cont'd)	<p>(b) NA and gearing : Based on the audited consolidated financial statements of BKCB Group as at 31 March 2020 after taking into account the subsequent events, the NA per share and gearing of BKCB pursuant to the Proposed Debt Settlement has the following impact:-</p> <p>(i) The NA per share will be increased from RM0.26 to RM0.33; and</p> <p>(ii) The gearing will be reduced from 2.02 times to 0.98 times.</p> <p>(c) Earnings and EPS : The Proposed Debt Settlement will result in a dilution in BKCB's EPS as a result of the increase in the number of BKCB Shares in issue upon completion of the Proposed Debt Settlement.</p> <p>(d) Convertible securities : As at LPD, BKCB has no convertible securities in issue.</p> <p>(e) Substantial shareholders' shareholdings : The Proposed Debt Settlement will result in a dilution to the shareholders' shareholdings following the issuance of the new BKCB Shares to Handal. Nevertheless, Handal would not hold more than 10% equity interest in the total number of issued shares of BKCB upon completion of the Proposed Debt Settlement.</p> <p>Please refer to Section 5 of the Circular for detailed information on the effects of the Proposed Debt Settlement.</p>
------------------	---

[The rest of this page is intentionally left blank]



BINTAI KINDEN CORPORATION BERHAD

[Registration No. 199401005191(290870-P)]
(Incorporated in Malaysia)

Registered office:

3-2-8, Kompleks Kantonmen Prima
No. 698, Jalan Ipoh
51200 Kuala Lumpur

15 December 2020

Board of Directors:

YBhg Tan Sri Dato' Kamaruzzaman Bin Shariff (*Independent Non-Executive Chairman*)

Ong Puay Koon (*Executive Vice Chairman*)

Ong Choon Lui (*Group Managing Director/Chief Executive Officer*)

Yen Yew Wing @ Yen Yew Ming (*Executive Director*)

Datuk Sharifah Kadnariah Binti Syed Ahmad (*Executive Director*)

Dato' Zakri Afandi Bin Ismail (*Independent Non-Executive Director*)

Johari Bin Mohd Akhir (*Independent Non-Executive Director*)

Ooi Jit Huat (*Independent Non-Executive Director*)

Toru Tanimoto (*Alternate Director to Mr Ong Choon Lui*)

Daiji Fujioka (*Alternate Director to Mr Yen Yew Wing @ Yen Yew Ming*)

To: The Shareholders of BKCB

Dear Sir / Madam,

PROPOSED DEBT SETTLEMENT

1. INTRODUCTION

On 21 October 2020, KAF IB had, on behalf of the Board of BKCB, announced to Bursa Securities that the Company had on even date entered into the Debt Settlement Agreement in relation to the Proposed Debt Settlement.

On 4 December 2020, KAF IB had announced on behalf of the Board of BKCB that Bursa Securities had, vide its letter dated 4 December 2020, granted its approval for the listing of and quotation for the 31,800,000 new BKCB Shares on the Main Market of Bursa Securities. The approval of Bursa Securities is subject to the conditions as set out in Section 7 of this Circular.

The purpose of this Circular is to provide you with the details and information pertaining to the Proposed Debt Settlement and to seek your approval on the ordinary resolution to be tabled at the forthcoming EGM of the Company. The Notice of EGM together with the Form of Proxy is enclosed in this Circular.

SHAREHOLDERS OF BKCB ARE ADVISED TO READ THE CONTENTS AND APPENDICES OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED DEBT SETTLEMENT AT THE FORTHCOMING EGM.

2. THE PROPOSED DEBT SETTLEMENT

2.1 Information on the Outstanding Debt

Pursuant to the Concession Agreement dated 3 December 2015 entered into between OPM and KTIMB, OPM has been awarded with the Concession. OPM had, vide the Letter of Award dated 1 July 2016, appointed Handal as its main contractor in relation to the Construction Contract. The said construction was completed with the Certificate of Completion and Compliance being issued on 27 September 2019.

However, OPM had withheld certain payments to Handal as it claimed there were some omissions and unrectified defects claims on the construction project which were disputed by Handal. Despite reminders by OPM to Handal to rectify the defects as claimed by OPM, Handal has failed, neglected and/or refused to do so which resulted in OPM incurring additional costs. OPM proceeded to issue the Notice to Arbitrate on 29 November 2019 with the matter currently pending the appointment of an arbitrator.

Notwithstanding the above, Handal initiated adjudication proceedings against OPM to claim for outstanding certified payments with the Notice of Adjudication being issued on 14 February 2020. After considering the various documents submitted by both parties (including but not limited to the payment claims, payment response, adjudication claim, adjudication response and adjudication reply), the appointed adjudicator had issued an adjudication decision on 8 July 2020 in favour of Handal where OPM is to pay Handal the adjudicated sum of RM18,953,784.72 within 2 weeks therefrom failing which interest will be charged. Subsequent thereto, both OPM and Handal have agreed to put on hold the Arbitration Proceedings and alternatively pursue the Proposed Debt Settlement in addressing the Outstanding Debt.

Following the adjudication decision, Handal issued the final certificate of payment under the Construction Contract amounting RM5.47 million which was accepted by OPM. Pursuant to further discussions between OPM and Handal, Handal has agreed to waive the contractual interest and costs relating to adjudication proceedings totalling RM2.14 million whilst OPM has agreed to reimburse the goods and service tax to Handal amounting RM1.11 million. The detailed computation on the Outstanding Debt is set out below:-

	RM
Outstanding principal construction costs	16,810,723
Add: Contractual interest up to 10 June 2020	2,072,762
Costs relating to adjudication proceedings payable by OPM	70,300
Adjudicated sum	18,953,785
Add: Final certificate of payment	5,471,379
Add: Reimbursement of goods and service tax to Handal	1,114,989
Less: Waiver of contractual interest	(2,072,762)
Less: Waiver of costs relating to the adjudication proceedings	(70,300)
Total Outstanding Debt	<u>23,397,091</u>

2.2 Details of the Proposed Debt Settlement

Pursuant to the Debt Settlement Agreement, the Outstanding Debt shall be settled in the manner as set out in Section 2.3.1 below.

Upon completion of the Proposed Debt Settlement, the effective equity interest in OPM by BKCB will be diluted from 100% to 94.6% whereby Handal will hold the remaining 5.4% equity interest in OPM.

2.3 Salient terms of the Debt Settlement Agreement

The salient terms and conditions of the Debt Settlement Agreement include, *inter alia*, the following:-

2.3.1 Settlement of the Outstanding Debt

Pursuant to the Debt Settlement Agreement, the Outstanding Debt is proposed to be settled in the following manner:-

- (a) the issuance and allotment of 31,800,000 new BKCB Shares at the issue price of RM0.645 per BKCB Share to Handal in settlement of up to RM20,511,000 of the Outstanding Debt;
- (b) the issuance and allotment of 28,500 new OPM Shares to Handal in settlement of up to RM2,000,000 of the Outstanding Debt.

In the event that OPM is unable to obtain the relevant consent from the financial institution(s) that have granted facilities to OPM for the allotment and issuance of 28,500 new OPM Shares to Handal and such consent is not obtained by the Conditions Period (as defined below), BKCB, OPM and Handal (collectively, the "**Parties**") agree that the RM2,000,000 shall be settled by cash instalments instead of 28,500 new OPM Shares. The cash instalments shall be in equal monthly instalments of 24 months commencing from the date the last Conditions Precedent (as defined below) is fulfilled ("**Unconditional Date**"); and

- (c) the balance of the Outstanding Debt amounting to RM886,091 shall be settled by way of cash payments in the following manner:-
 - (i) the sum of RM500,000 ("**Initial Cash Instalment**") shall be payable to Handal within 7 days from the Unconditional Date; and
 - (ii) the remaining balance of RM386,091 shall be payable to Handal in equal monthly instalments of 24 months commencing 30 days after the payment of the Initial Cash Instalment;
- (d) the Settlement Shares to be allotted and issued pursuant to the Proposed Debt Settlement shall be fully paid-up and free from any encumbrances;
- (e) upon the crediting of the 31,800,000 new BKCB Shares into Handal's securities account, Handal shall be allowed to nominate 1 individual to be on the Board of BKCB;
- (f) BKCB and OPM shall cause the 31,800,000 new BKCB Shares to be credited into Handal's securities account and the 28,500 new OPM Shares to be allotted and issued to Handal within 30 days from the Unconditional Date;
- (g) the Parties agree not to exercise their respective rights to enforce under any relevant agreements entered into by the Parties except upon the occurrence of an event of default as set out in the Debt Settlement Agreement (an event of default being BKCB and OPM defaulting or are in breach of any provision of the Debt Settlement Agreement as set out in Section 2.3.3 below) and the Parties shall not at any time during the period commencing from the date of the Debt Settlement Agreement until the issuance and allotment of the Settlement Shares commence or continue with proceedings or steps of any kind against the other party and shall suspend the Arbitration Proceedings; and

- (h) upon the allotment and issuance of the Settlement Shares and the payment of the Initial Cash Instalment to Handal, the Parties shall withdraw or discontinue the Arbitration Proceedings with each party to bear their own respective costs in the Arbitration Proceedings. The Proposed Debt Settlement shall be the full and final settlement of the Outstanding Debt, the Arbitration Proceedings and all demands, actions and/or proceedings which the Parties have against each other in respect of the Letter of Award dated 1 July 2016, the Construction Contract and the Concession.

2.3.2 Conditions Precedent

The Debt Settlement Agreement shall be subject to and conditional upon the fulfilment of the following conditions precedent being fulfilled within 90 days from the date of the Debt Settlement Agreement or by such extension of time as the Parties may mutually agree in writing ("**Conditions Period**"):-

- (a) all relevant or necessary consents and approvals, if any, being granted and not withdrawn or revoked by Bursa Securities and any other third parties (if applicable) (including without limitation, government bodies, stock exchange(s) and other relevant authorities having relevant jurisdiction) for the listing of and quotation for the 31,800,000 new BKCB Shares on the Main Market of Bursa Securities and if such consents are obtained subject to any condition(s) affecting any of the Parties, such condition(s) being fulfilled;
- (b) the approval of the Boards of BKCB and OPM both of which were obtained on 21 October 2020;
- (c) the approval of the shareholders of BKCB at an EGM to be convened; and
- (d) the approval of MBSB Bank Berhad, which have granted an Islamic term loan facility amounted to RM109.0 million to OPM, prior to the allotment and issuance of the 28,500 new OPM Shares to Handal. As at the LPD, the amount outstanding under the said facility stood at approximately RM106.14 million;

(hereinafter collectively referred to as the "**Conditions Precedent**").

In the event the Conditions Precedent or any of them is not fulfilled or is pending upon the expiration of the Conditions Period or if the Parties had agreed to an extension of time then upon the expiration of such extension, the Debt Settlement Agreement shall be terminated and neither Party shall have any claim against the other under it, save for any claim arising from antecedent breaches of the terms and conditions of the Debt Settlement Agreement. For clarification, such claim shall be claim for damages if a Party proceeds with the Arbitration Proceedings against the other Party.

The Debt Settlement Agreement shall be deemed to be unconditional on the Unconditional Date.

The Parties may waive or modify, by written agreement by them, any of the Conditions Precedent whereupon such Conditions Precedent shall be deemed to be (as applicable) waived or modified and any Conditions Precedent agreed to be waived by the Parties will be deemed as a satisfaction or fulfilment of that Conditions Precedent.

[The rest of this page is intentionally left blank]

2.3.3 Default

In the event that BKCB and OPM default or are in breach of any provision in accordance with the Debt Settlement Agreement, Handal shall be entitled to demand BKCB and OPM to remedy the same within 30 days from Handal's notice in writing failing which Handal is entitled to terminate the Debt Settlement Agreement after the said 30 days and any outstanding sums in connection with the Outstanding Debt less such sums as may have been paid to, received by Handal or deemed to be satisfied pursuant to the issuance of the Settlement Shares shall become immediately due and payable.

At any time after the Debt Settlement Agreement is terminated, Handal shall be entitled without prejudice to any rights it may have under the Debt Settlement Agreement to institute such proceedings, take such steps and exercise any other rights or remedies it may have against BKCB and OPM for the recovery of any outstanding sum in connection with the Outstanding Debt without any or further notice to BKCB and OPM.

The onus is on BKCB and OPM to fulfil their respective obligations and if BKCB and OPM default, then Handal may terminate the Debt Settlement Agreement.

2.3.4 Governing law

The Debt Settlement Agreement shall be governed by and construed in accordance with the laws of Malaysia.

2.4 Information on OPM

OPM is a special purpose vehicle and was incorporated in Malaysia on 20 February 2014 under the Companies Act, 1965 as a private limited company. The issued share capital of OPM is RM500,000 comprising 500,000 OPM Shares.

OPM is principally involved in property management. Pursuant to the Concession Agreement dated 3 December 2015, OPM has been awarded with the Concession.

OPM is a wholly-owned subsidiary of BKCB. OPM does not have any subsidiary and/or associated company.

The directors of OPM are Ong Puay Koon, Datuk Sharifah Kadnariah Binti Syed Ahmad, Amirul Arifin Sopiee Bin Md Noordin, Ariff Farhan Doss and Haryati Binti Zaharuddin.

Based on its audited financial statements for the FYE 2020, OPM recorded revenue of approximately RM20.04 million, LAT of approximately RM1.31 million whilst its NA were approximately RM1.17 million.

2.5 Information on Handal

Handal was incorporated in Malaysia on 25 June 2012 under the Companies Act, 1965 as a private limited company. The issued share capital of Handal is RM2,500,000 comprising 2,500,000 ordinary shares. Handal is principally involved in construction works.

The shareholders of Handal and their respective shareholdings in Handal are as follows:-

Shareholders	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ng Moh Kiam	1,000,000	40.00	-	-
Tay Chor Han	1,000,000	40.00	-	-
Ng Ai Joo	500,000	20.00	-	-

The directors of Handal and their respective shareholdings in Handal are as follows:-

Directors	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ng Moh Kiam	1,000,000	40.00	-	-
Tay Chor Han	1,000,000	40.00	-	-

2.6 Basis and justification of arriving at the issue price of the new BKCB Shares to be issued pursuant to the Proposed Debt Settlement

The 31,800,000 new BKCB Shares to be issued pursuant to the Proposed Debt Settlement shall be issued at RM0.645 each after taking into consideration the 5-day VWAMP of the BKCB Shares up to and including 20 October 2020 (being the market day immediately preceding the date of the Debt Settlement Agreement) of RM0.715. The issue price of RM0.645 represents a discount of RM0.07 or approximately 9.8% to the said 5-day VWAMP.

The issue price of the Settlement Shares has been agreed and fixed by the Board of BKCB at RM0.645 per Settlement Share, after taking into consideration of the following:-

- the Group has been incurring LAT for the past 2 financial years;
- the Group's audited and unaudited NA per share as at 31 March 2020 and 30 June 2020 which stood at RM0.62 respectively; and
- the prevailing market price of BKCB Shares prior to the execution of the Debt Settlement Agreement.

The issue price of the BKCB Shares represents the following:-

	(RM)	Premium of issue price over NA per BKCB Share	
		(RM)	(%)
Audited NA per BKCB Share as at 31 March 2020	0.26	0.385	148.1
Unaudited NA per BKCB Share as at 30 June 2020	0.26	0.385	148.1

	BKCB Share Price (RM)	Discount of issue price to BKCB Share Price	
		(RM)	(%)
VWAMP up to 20 October 2020			
- 5-day	0.715	(0.070)	(9.8)
- 6-month	0.648	(0.003)	(0.5)
- 12-month	0.645	-	-

In addition, the abovementioned discount rate applied to the 5-day VWAMP of BKCB Shares are negotiated and mutually accepted by the parties based on commercial decision and after taking into consideration of the following matters:-

- the market risk of BKCB share price to be assumed by Handal which is influenced by, amongst others, the market sentiments, the liquidity of BKCB Shares, interest rate movements, the outlook of the industries in which our Group operates in, volatility of the equity markets as well as the Group's financial performance;
- the uncertainty and fluctuation in the market condition at the point of entering into the Debt Settlement Agreement caused by the coronavirus disease ("COVID-19") pandemic as well as the long term impact of COVID-19 to the Group; and

- (c) the Outstanding Debt owing by OPM to Handal at a time when external bank borrowings may be costly and challenging for the Group to obtain given the prevailing economic condition of the country.

The Board is of the opinion that the issue price for the BKCB Shares is reasonable after taking into account the above factors as well as the rationale and justifications for the Proposed Debt Settlement as set out in Section 3 of this Circular.

2.7 Basis and justification of arriving at the issue price of the new OPM Shares to be issued pursuant to the Proposed Debt Settlement

The 28,500 new OPM Shares to be issued pursuant to the Proposed Debt Settlement in settlement of up to RM2,000,000 of the Outstanding Debt shall be issued after taking into consideration, amongst others, the following:-

- (a) the NA of OPM based on its audited financial statements for the FYE 2020 of approximately RM1.17 million;
- (b) the future earnings potential to be derived from the Concession; and
- (c) the estimated fair value of OPM of RM37.0 million, which has been derived at by the management using the discounted cash flow (“**DCF**”) method of valuation on the Concession with a discount rate of 10%. Effectively, the RM2.0 million settlement portion represents approximately 5.4% of the said estimated fair value.

The DCF method is an investment appraisal approach technique which takes into consideration both the time value of money and expected future free cash flow (“**FCF**”) to be generated by a company or an asset over a fixed period of time and is based on the finance theory that the value of an entity or an asset is the sum of the present value of future FCF to be derived. In arriving at the present value of such future FCF, a certain discount rate is to be used to discount such stream of future FCF. The discount rate to be used typically relates to the expected rate of return on company/asset required by investors on the future FCF to be generated given the degree of risks and uncertainties involved. This discount rate is commonly derived using the weighted average cost of capital (“**WACC**”) model.

In determining an appropriate discount rate for the DCF method, the management has considered, amongst others, the prevailing risk free rate in Malaysia, equity market risk premium and betas of selected comparable companies in the WACC model, with certain adjustments made after taking into account the specific characteristics, profile and other factors that may affect the Concession. The terminal value under the DCF method is deemed zero in view that at the expiration of the Concession period, OPM ceases to operate the Concession and will transfer all rights under the Concession to KTIMB.

In arriving at the estimated fair value, the management has also considered the forecasted and projected profit and cash flow to be derived from the Concession over the remaining Concession period including the following basis and assumptions adopted in arriving at such financial forecasts/projections. The management has considered the said financial forecasts/projections and has reviewed the basis and assumptions on which they are based on and is satisfied that they are reasonable. Nonetheless, the management wishes to highlight that the said financial forecasts/projections and the basis and assumptions thereof have been prepared based on certain estimates and expectations of future events that may or may not occur. Consequently, there is a certain amount of subjective judgement involved in the preparation of the same and that actual results may vary positively or negatively. The list of basis and assumptions include but not limited to the following:-

- (a) The terms and conditions of the Concession Agreement will remain unchanged and continue as it is until the end of the concession period and that they will be complied with throughout the tenure of the concession by the parties concerned. Accordingly, it is also assumed that there will be no breaches of any provision of the agreement and there will be no early termination of the Concession prior to the expiry of the Concession.

- (b) There will not be any material adverse change in revenue or costs which will have a material adverse effect on the financial results, cash flows and operations of OPM.
- (c) There will be no significant changes to the existing principal activities, key management and operating structure of OPM and that OPM will continue to be a going concern.
- (d) The accounting policies adopted by OPM will be consistently applied to those accounting policies previously adopted.
- (e) There will be no significant changes to the prevailing economic and political conditions in Malaysia that may directly or indirectly have an adverse impact on the financial results, cash flows and operations of OPM.
- (f) There will be no significant changes to be present legislation of government regulations, interest rates and bases of duties, levies and taxes which will adversely affect the financial results, cash flows and operations of OPM.

In summary, the estimated fair value of RM37.0 million has been arrived at by discounting the FCF of the Concession to the present value at the discount rates of 10% which was derived at using an adjusted WACC model. The settlement portion of RM2.0 million represents approximately 5.4% of the said estimated fair value. The Board is of the view that the settlement portion of RM2.0 million, which has been arrived at on a willing-buyer willing-seller basis, and the said discount rate thereof are reasonable taking into consideration, amongst others, the long-term earnings potential with recurring income streams arising from the Concession and the financing related risks and costs in respect of the Concession.

Upon completion of the Proposed Debt Settlement, Handal shall hold 28,500 OPM Shares or about 5.4% equity interest in OPM.

2.8 Ranking of the Settlement Shares

The new BKCB Shares and new OPM Shares to be issued pursuant to the Proposed Debt Settlement shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing BKCB Shares and OPM Shares save and except that the said new BKCB Shares and OPM Shares shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new BKCB Shares and OPM Shares, respectively.

2.9 Listing of and quotation for the Settlement Shares

The approval from Bursa Securities for the listing of and quotation for the 31,800,000 new BKCB Shares on the Main Market of Bursa Securities pursuant to the Proposed Debt Settlement has been obtained via its letter dated 4 December 2020. However, the new OPM Shares to be issued pursuant to the Proposed Debt Settlement will not be listed on any stock exchange upon its issuance.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED DEBT SETTLEMENT

The Proposed Debt Settlement is mainly intended to fully address and settle the Outstanding Debt in an amicable manner acceptable by the parties concerned.

Having considered the above and other available options (such as utilising internal funds or external bank borrowings), the Board of BKCB is of the opinion that the Proposed Debt Settlement is the most appropriate means to settle the Outstanding Debt without incurring additional debt obligation/interest cost as well as to minimise substantial cash outflow (had they been settled entirely in cash) given the Group's negative operating cash flows position whilst its accumulated losses stood at RM33.52 million as at 31 March 2020.

The Board of BKCB is also of the view that the Group's cash reserves should be conserved in line with the nature of its construction business which is capital intensive and on project basis. In addition, the issuance of new BKCB Shares pursuant to the Proposed Debt Settlement is expected to increase and strengthen the capital base of the Company.

The Proposed Debt Settlement will allow the Company to effectively address the resolution of the legal actions instituted pursuant to the Arbitration Proceedings.

The issuance of OPM Shares pursuant to the Proposed Debt Settlement is negotiated and accepted by both Parties from a commercial perspective after taking into consideration Handal's past experiences in construction related sector as well as the potential long-term synergies and benefits that may arise with Handal's becoming an equity shareholder in both BKCB and OPM. In addition, the OPM Shares will be issued as a goodwill gesture to recognise Handal's willingness to forgo full settlement of the Outstanding Debt in cash.

The apportionment for the settlement of the Outstanding Debt was mutually agreed upon between the Parties whereby upon the completion of the Proposed Debt Settlement, Handal shall hold less than 10% in both BKCB and OPM respectively in order to preclude significant dilution impact to the existing shareholders' shareholdings resulting from the issuance of the Settlement Shares.

4. RISK FACTORS IN RELATION TO THE PROPOSED DEBT SETTLEMENT

4.1 Business risk

OPM is currently a wholly-owned subsidiary of BKCB and upon the completion of the Proposed Debt Settlement, BKCB's shareholding in OPM will be reduced to 94.6%. Accordingly, the BKCB Group is already subject to risks inherent in the sector in which OPM operates. The Board of BKCB does not foresee any material change to the risk profile of the BKCB Group's business as a consequence of the Proposed Debt Settlement.

4.2 Non-completion risk

The completion of the Proposed Debt Settlement is subject to the fulfilment of the Conditions Precedent set out in Section 2.3.2 of this Circular, some of which are beyond the control of the Company. Should any of the conditions precedent not be fulfilled or waived, the Debt Settlement Agreement may be terminated and the Proposed Debt Settlement will not be completed.

As OPM is a wholly-owned subsidiary of BKCB that substantially contributes to the revenue and operations of the Group, the non-completion of the Proposed Debt Settlement may have an adverse impact on the financial position and level of operation of the Company insofar as the settlement of the Outstanding Debt and the legal implication are concerned. Nevertheless, the Company will use its best endeavours to ensure that there is no delay in fulfilling all the Conditions Precedent which is within its control within the stipulated timeframe.

4.3 Dilution in existing shareholders' shareholdings

As detailed in Section 5.5 of this Circular, the Proposed Debt Settlement will result in a dilution to the shareholders' shareholdings resulting from the issuance of the new BKCB Shares. Nonetheless, it is expected that there will be no change in the Company's major shareholders pursuant to the Proposed Debt Settlement as Handal would not hold more than 10% equity interest in the total number of issued shares of the Company upon the completion of the Proposed Debt Settlement.

Despite the dilutive impact on the shareholders' shareholdings, the shareholders should also consider the rationale and justification of the Proposed Debt Settlement which is primarily intended to address the Outstanding Debt in an amicable manner acceptable by the parties concerned. In addition, the issuance of new BKCB Shares pursuant to the Proposed Debt Settlement is also expected to increase and strengthen the capital base of the Company.

4.4 Loss of full control over OPM

Upon completion of the Proposed Debt Settlement, the effective equity interest in OPM by BKCB will be diluted from 100% to 94.6% whereby Handal will hold the remaining 5.4% equity interest in OPM. Nonetheless, BKCB will remain a key decision maker in the financial and operating policies in the running of OPM after the Proposed Debt Settlement as it remains the controlling shareholder in OPM with its significant equity interest therein. However, it should be noted that the Proposed Debt Settlement would allow the Group to achieve its objectives set out in Section 3 of this Circular, in particular, reducing its exposure towards legal actions instituted pursuant to the Arbitration Proceedings. Nonetheless, the Group is still able realise the future benefits generated from the Concession via its substantial stake in OPM.

5. EFFECTS OF THE PROPOSED DEBT SETTLEMENT

5.1 Issued and paid-up share capital

The proforma effects of the Proposed Debt Settlement on the issued and paid-up share capital of BKCB as at LPD are as follows:-

	No. of BKCB Shares ('000)	RM'000
Issued share capital as at LPD	350,092	90,147
To be issued pursuant to the Proposed Debt Settlement	31,800	* 20,511
Enlarged issued and paid-up share capital	381,892	110,658

Note:-

* Based on the issue price of RM0.645 per BKCB Share.

5.2 NA and gearing

Based on the audited consolidated financial statements of BKCB as at 31 March 2020, the proforma effects of the Proposed Debt Settlement on the consolidated NA and gearing of the Group is as follows:-

	Audited as at 31 March 2020 (RM'000)	(I) (a) Adjusted for subsequent events (RM'000)	(II) After (I) and Proposed Debt Settlement (RM'000)
Share capital	59,511	90,147	(b) 110,658
Reserves	16,309	16,745	(c) 16,595
Shareholders' funds / NA	75,820	106,892	127,253
No. of BKCB Shares ('000)	289,592	350,092	381,892
NA per BKCB Share (RM)	0.26	0.31	0.33
Borrowings (RM'000)	152,800	(d) 124,800	124,800
Gearing (times)	2.02	1.17	0.98

Notes:-

- (a) The subsequent events from 1 April 2020 up to the LPD include the following:-
- (i) the issuance of 28,700,000 new BKCB Shares at the issue price of RM0.52 each pursuant to the Private Placement I;
 - (ii) the issuance of 31,800,000 new BKCB Shares at the issue price of RM0.565 each pursuant to the Private Placement II;
 - (iii) the resale of its entire 1,997,600 treasury shares for a total disposal value of RM1.21 million, resulting in a loss of RM2.26 million; and
 - (iv) deduction of expenses in relation to the Private Placement I and Private Placement II of approximately RM0.27 million and RM0.50 million respectively.
- (b) After adjusting for the issuance of 31,800,000 new BKCB Shares pursuant to the Proposed Debt Settlement at the issue price of RM0.645 per BKCB Share;
- (c) After deducting the estimated expenses amounting to approximately RM0.15 million in relation to the Proposed Debt Settlement; and
- (d) After adjusting for the proceeds raised from the Private Placement I and Private Placement II of RM13.0 million and RM15.0 million respectively which have been earmarked for the partial repayment of the Group's bank borrowings.

5.3 Earnings and EPS

For illustrative purposes, the proforma effects of the Proposed Debt Settlement on the earnings per Share of the Group are as follows:-

	Audited as at 31 March 2020 (RM'000)	(I) (a) Adjusted for subsequent events (RM'000)	(II) After (I) and Proposed Debt Settlement (RM'000)
(LBT) / PAT (RM'000)	(359)	1,377	1,377
No. of BKCB Shares in issue ('000)	(b) 287,594	350,092	381,892
(LPS) / EPS (sen)	(0.12)	0.39	0.36

Notes:-

- (a) The subsequent events from 1 April 2020 up to the LPD include the following:-
- (i) the issuance of 28,700,000 new BKCB Shares at the issue price of RM0.52 each pursuant to the Private Placement I;
 - (ii) the issuance of 31,800,000 new BKCB Shares at the issue price of RM0.565 each pursuant to the Private Placement II; and
 - (iii) the resale of its entire 1,997,600 treasury shares for a total disposal value of RM1.21 million.
- (b) Excluding 1,997,600 treasury shares in the Company.

5.4 Convertible Securities

As at the LPD, the Company does not have any convertible securities.

5.5 Substantial shareholders' shareholdings

The proforma effects of the Proposed Debt Settlement on the substantial shareholders' shareholdings of BKCB are as follows:-

	Shareholdings as at LPD				After the Proposed Debt Settlement			
	Direct		Indirect		Direct		Indirect	
	BKCB Shares	(a) %	BKCB Shares	(a) %	BKCB Shares	(a) %	No. of BKCB Shares	(a) %
Substantial shareholders								
Bintai Holdings (M) Sdn Bhd	60,187,184	17.19	-	-	60,187,184	15.76	-	-
Nusankota Development Sdn Bhd	50,025,000	14.29	-	-	50,025,000	13.10	-	-
Kinden Corporation	21,348,750	6.10	-	-	21,348,750	5.59	-	-
Handal	-	-	-	-	31,800,000	8.33	-	-
Ong Puay Koon	-	-	61,517,184	(b) 17.57	-	-	61,517,184	(b) 16.11
Ong Choon Lui	-	-	61,517,184	(c) 17.57	-	-	61,517,184	(c) 16.11

Notes:-

- (a) Computed based on the issued and paid-up share capital held by the Company as at the LPD.
- (b) Deemed interested in the BKCB Shares by virtue of Section 8(4) of the Act held by Bintai Holdings (M) Sdn Bhd and Bin Tai Holdings Pte Ltd.
- (c) Deemed interested in the BKCB Shares held by Ong Puay Koon by virtue of Section 197 of the Act.

[The rest of this page is intentionally left blank]

6. ADDITIONAL INFORMATION

6.1 Commentary on the financial performance and financial position of the BKCB Group

The summary of the consolidated financial information of BKCB for the past 3 FYE 2018 to 2020 and the FPE 2020 are set out below:-

	Audited			Unaudited
	FYE 2018 (RM'000)	FYE 2019 (RM'000)	FYE 2020 (RM'000)	FPE 2020 (RM'000)
Revenue	219,051	147,139	89,868	25,967
Gross profit	26,226	23,400	11,621	7,310
PBT/LBT	2,433	722	108	(4,462)
PAT/LAT attributable to the owners of the Company	4,951	335	(359)	(4,158)
Total equity / NA	73,127	79,831	75,820	87,098
Borrowings	57,150	134,980	152,800	154,579
No. of BKCB Shares in issue ('000)	289,591	289,591	289,591	317,292
EPS/LPS (RM)	0.02	*	*	*
NA per BKCB Share (RM)	0.25	0.28	0.26	0.27
Gearing ratio (times)	0.78	1.69	2.02	1.77

Note:-

* *Immaterial.*

6.1.1 Financial commentaries for FPE 2020

The Company's revenue decreased by approximately 13.41% from RM29.99 million in FPE 2019 to RM25.97 million in FPE 2020 due to the negative impact of COVID-19 pandemic and the various phase of the movement control order ("MCO") which have caused the slowdown of the M&E segment. Gross profit has substantially increased by approximately 161.54% mainly contributed by the concession arrangement segment. The substantial increase in gross profit margin during the FPE 2020 was mainly due to recognition of rental income from concession receivables whilst the maintenance and other related costs associated with the Concession however are recognised in operating expenses.

Despite the substantial increase in its gross profit, the Group recorded LAT of RM4.16 million as compared to PAT of RM7.86 million in FPE 2019 mainly due to high finance costs of approximately RM4.58 million and its operating expenses of about RM6.57 million.

6.1.2 Financial commentaries for FYE 2020

The revenue decreased by approximately 38.92% from RM147.14 million in FYE 2019 to RM89.87 million in FYE 2020 mainly due to the completion of constructing the in-campus accommodation under the Concession.

Gross profit decreased by approximately 50.34% from RM23.40 million in FYE 2019 to RM11.62 million in FYE 2020 in tandem with the decrease in revenue.

The Group recorded LAT of RM0.36 million as compared to PAT of RM0.34 million in FYE 2019 mainly due to the negative financial impact and extended MCO.

6.1.3 Financial commentaries for FYE 2019

The revenue decreased by approximately 32.83% from RM219.05 million in FYE 2018 to RM147.14 million in FYE 2019. The contribution of lower revenue in FYE 2019 as compared to FYE 2018 was due to the inclusion of a former foreign subsidiary's results up to 29 August 2017 and full recognition of revenue from property development for FYE 2018.

In line with the decrease in revenue, the Group recorded lower gross profit by approximately 10.78% from RM26.23 million in FYE 2018 to RM23.40 million in FYE 2019. However, gross profit margin has slightly improved from 11.97% in FYE 2018 to 15.90% in FYE 2019.

The Group's PAT decreased significantly by approximately 93.23% from RM4.95 million in FYE 2018 to RM0.34 million in FYE 2019 mainly due to bad debt written off of RM3.31 million following the conclusion of a material litigation against a customer.

6.1.4 Financial commentaries for FYE 2018

The Group's revenue decreased by approximately 67.92% from RM682.79 million in FYE 2017 to RM219.05 million in FYE 2018 primarily attributed to the lower revenue recorded in M&E segment as a result of the deconsolidation of a 69.82%-owned foreign subsidiary of the Company on 29 August 2017.

Gross profit decreased by approximately 52.77% from RM55.53 million in FYE 2017 to RM26.23 million in FYE 2018, in line with the decrease in sales.

The Group has recorded PAT of RM4.95 million for the FYE 2018, representing an increase of approximately 142.40% as compared to LAT of RM11.68 million recorded in FYE 2017 mainly due to cost efficiency process and as well as pro-active debts recovery process resulting in the reversal of impairment loss on receivables.

6.2 Steps or actions which have been taken/will be taken to improve the financial condition of the BKCB Group

The Company has undertaken various actions to improve the financial condition of the Group including implementing corrective measures to manage the operating costs more efficiently amid the uncertainty caused by the COVID-19 pandemic. The Company will also continue to be proactive in seeking new/additional business opportunities whilst focusing in creating a healthy and sizeable project pipeline on the Group's core M&E business in the immediate future.

As at the LPD, some of the selected M&E related projects currently undertaken by the Group are summarised below:-

Projects	Estimated completion timeframe	Contract sum (RM'000)
Pencawang Masuk Utama ("PMU") Datuk Keramat, Penang	May 2022	32,676
New 132Kv Mass Rapid Transit ("MRT") Bukit Serdang GIS switching station, Selangor	December 2021	26,582
132Kv MRT Subang Jaya GIS switching station, Selangor	June 2023	26,358
Infrastructure development and related works, Digital Free Trade Zone, KLIA, Sepang, Selangor	January 2022	20,956
Kibing Group (M) Sdn Bhd, Negeri Sembilan	January 2021	20,289
SA2 Logistic Hub, Shah Alam, Selangor	December 2020	19,786
PMU 132/33KV Vision City, Kuala Lumpur	December 2020	19,077

Projects	Estimated completion timeframe	Contract sum (RM'000)
Kuala Lumpur Air Traffic Control Centre, KLIA, Sepang, Selangor	March 2021	16,976
Extension of Nippon Electric Glass (M) Sdn Bhd, Selangor	December 2020	15,800
132Kv MRT Kuchai Lama GIS switching station, Kuala Lumpur	May 2022	14,828
Klang Valley MRT Line 2 Package S210, Putrajaya Sentral Station and Cyberjaya City Centre Station	November 2021	13,300

On 17 August 2020, the Company had announced that BKCB had entered into a Memorandum of Understanding (“**MOU**”) with NuGenerex Immuno-Oncology (“**NuGenerex**”), a company incorporated in the United States of America (“**US**”), for the preliminary understanding of arrangement for the collaboration between the parties in the funding, launching and management of a synthetic peptide vaccine for SARS-CoV-2 (“**Vaccine**”). On 19 August 2020, BKCB further announced that pursuant to the MOU, BKCB is to represent NuGenerex to market the said product in Malaysia, subject to NuGenerex successfully developing the Vaccine and obtaining the relevant approvals from the US Food & Drug Administration (“**FDA**”). On 18 September 2020, BKCB announced that the Company had entered into a Heads of Agreement (“**HOA**”) with Generex Biotechnology Corporation (“**Generex**”) and its majority owned subsidiary, NuGenerex in relation to the Vaccine. On 28 September 2020, BKCB announced that the Company had entered into a MOU with Institut Jantung Negara Sdn Bhd to establish a strategic partnership and explore possible collaboration in the area of commercial development of the Vaccine in Malaysia. On 6 October 2020, BKCB announced that the Company’s 50.05%-owned subsidiary, Bintai Healthcare Sdn Bhd (“**BHSB**”) had entered into a Distribution and Licensing Agreement dated 5 October 2020 with Generex and NuGenerex whereby Generex and NuGenerex shall grant BHSB the exclusive rights to distribute, sell and commercialise the Vaccine. On 7 October 2020, BKCB further announced that the Company had entered into a MOU with Dato’ Dr Suhaini Bin Kadiman (“**DS**”) for the provision of medical advisory and clinical research consultation and services by DS upon the terms and conditions of the MOU. Pursuant to the MOU between BKCB and Generex, the said parties agree that DS will provide medical advisory and clinical research consultation and services related to the Vaccine. On 12 November 2020, BHSB entered into a MOU with IEC Properties Pty. Ltd. (“**IEC**”), a wholly owned subsidiary of International Equities Corporation Ltd, a public company listed on the Australian Stock Exchange, to further negotiate the terms and conditions wherein IEC will be sub-licensed by BHSB to have the sole distribution rights to supply the Vaccine to Australia and New Zealand market upon the terms and conditions of the MOU. On 25 November 2020, BHSB entered into a MOU with Generex and Nugenerex to further negotiate the terms and conditions wherein Generex and NuGenerex will be granting the licensing rights to BHSB to have the sole distribution rights to market and supply the Vaccine to the Australia and New Zealand markets. If successful, the said collaboration will enable the Group to diversify its business activities and reduce its dependency on the existing M&E related activities. For avoidance of doubt, the Board has confirmed that the gross proceeds raised from the Private Placement I and Private Placement II will not be utilised towards any capital and investment outlay in respect of the abovesaid MOUs and HOA.

The Company had on 28 September 2020 and 12 November 2020 completed the Private Placement I and Private Placement II respectively which have raised total gross proceeds of approximately RM32.89 million in aggregate, mainly to be utilised towards the repayment of bank borrowings of the Group. Based on the average annual interest rate of 6.2%, the repayment of bank borrowings amounting to RM28.0 million is expected to result in an annual gross interest savings of about RM1.74 million to the Group. Further details on the status of the utilisation of proceeds raised from the Private Placement I and Private Placement II are disclosed in Section 8 of this Circular.

6.3 Adequacy of the Proposed Debt Settlement in addressing the BKCB Group's financial concerns

The Board of BKCB is of the view that the Proposed Debt Settlement is sufficient to address the Group's financial concerns in the near term as it will enable the Group to reduce its existing total liabilities through the full settlement of the Outstanding Debt to a more manageable level without incurring significant cash outflow.

The Proposed Debt Settlement is expected to strengthen the financial and operational viability of the Group upon the settlement of the Outstanding Debt. The Group is expected to achieve a better financial footing with the reduction of the total liabilities of the Group upon completion of the Proposed Debt Settlement. In turn, this will enhance the Group's credibility with bankers, customers, suppliers, investors and other stakeholders. This may potentially allow the Group to obtain banking facilities with more favourable terms, thereby allowing the Group to realise better returns for its future M&E projects which may require bank borrowings to be obtained. Please refer to Section 5 of this Circular for further details on the effects of the Proposed Debt Settlement on the NA of the Group.

6.4 Value creation and impact of the Proposed Debt Settlement to the BKCB Group and its shareholders

The Proposed Debt Settlement is an imperative step to be undertaken to address the financial conditions of the Group in particular the Outstanding Debt. The rationale and justification for the Proposed Debt Settlement are as follows:-

- (a) in essence, the Proposed Debt Settlement is undertaken to reduce the Group's debt servicing obligations to a more manageable level. The Proposed Debt Settlement will substantially reduce the total liabilities of the Group without having to incur additional bank borrowings and interest servicing burden to settle the Outstanding Debt and thus enable the Group to preserve its cash flows to meet its working capital requirements;
- (b) the Proposed Debt Settlement would allow the Group more time to revive and rebuild its financial position through the restructuring of the Outstanding Debt, through the issuance of the Settlement Shares as well as the cash payment/instalments on the balance of the Outstanding Debt;
- (c) the issuance of the Settlement Shares would significantly reduce the amount of cash settlement required for the repayment of the Outstanding Debt to Handal thus preserving the cash flows of the Group. In addition, the issuance of new BKCB Shares is expected to increase and strengthen the capital base of the Company; and
- (d) the Proposed Debt Settlement will allow the Company to address the legal actions instituted pursuant to the Arbitration Proceedings.

6.5 Implication of COVID-19 on the business and operations of the Group

The business operation of the Group had encountered the greatest challenges due to the receding economic condition coupled with the outbreak of the COVID-19 pandemic. The Group's revenue for FPE 2020 has declined since its business operation is not allowed to operate during the various stages of the MCO period commencing March 2020.

To overcome the shortages, the Company has been managing its financial position by continuous streamlining of manpower and overhead costs to the right sizing towards lowering capital and operating expenditure to ensure future stability and sustainability of the Group. Various cost rationalisation programs have been implemented within the Group. Nonetheless, the management will ensure that projects are executed in a more controlled manner taking into consideration the Group's available resources and reduced profit margins in order to sustain the Group's revenue in the short and medium term.

As part of the Group's long-term growth plan to diversify into other revenue-generating businesses in order to mitigate its reliance on the M&E businesses, the Group is exploring possible ventures into the provision of healthcare services by owning, constructing and operating medical centres and related facilities providing medical services in Melaka. The Group will be engaging with reputable healthcare professionals for guidance on green field set-up, operational tie-up, management support and resources sharing for the operations of the medical centre and healthcare-related services. The Group has also announced its collaborations with NuGenerex and other related parties to distribute, sell and commercialise the Vaccine as detailed in Section 6.2 above.

In addition, the Group is exploring opportunities to develop and construct low-cost housing projects and other mixed developments that aim to promote social-economic stability and promote national development in Malaysia.

COVID-19 is highly impacting the tourism industry in Malaysia, particularly, the hotel businesses. In making prudent investment decisions, while taking into account possible risks and clarifying positions within the Group's business strategies, the Group has decided to halt the existing proposed plan to develop and construct a hotel in Penang and consider alternative developments that are economically viable in the current market conditions.

The Group is vigorously seeking additional business opportunities whilst continue focusing on its core M&E business. At the same time, the Group is also in the midst of pursuing corrective measures to manage its operating costs more efficiently, particularly in reviewing and prioritise manpower needs, manipulating existing plans and redesign on future business ideas, more innovative and adapt to upcoming world of digitisation in the future. Employees need to undergo appropriate training to acquire new skills, new technology or new processes to enhance or reengineer the Group's existing businesses within the short term.

For better understanding of the financial impact of COVID-19 on the Group during the FPE 2020, please refer to Section 6.1 above on the reviews of the latest financial performance.

6.6 Future prospects of the Group

The Group is actively exploring new opportunities for a diverse range of M&E projects in the local market to capture new market demand, of which the details of the M&E related projects currently undertaken by the Group are listed in Section 6.2 of this Circular.

Albeit the outlook for the Malaysian construction sector is forecasted to rebound by 13.9% in 2021, the Group's determined effort in venturing into healthcare services is aimed at lessening the Group's dependency on its core business in view of the instability in the M&E segment. The Group had entered into the MOU with NuGenerex to distribute, sell and commercialise the Vaccine. Further, Bintai Healthcare Sdn Bhd, a 50.05%-owned subsidiary of the Company has been granted the right of first refusal to commercially exploit the vaccine in New Zealand and Australia. The Group's foray into vaccine development if successful is expected to cushion its M&E segment volatility. Further details of the venture are set out in Section 6.2 of this Circular.

[The rest of this page is intentionally left blank]

7. APPROVALS REQUIRED

The Proposed Debt Settlement is subject to approvals being obtained from the following:-

- (a) Bursa Securities for the listing of and quotation for the 31,800,000 new BKCB Shares to be issued pursuant to the Proposed Debt Settlement on the Main Market of Bursa Securities, which was obtained vide the Bursa Securities' letter dated 4 December 2020 and is subject to the following conditions:-

No.	Conditions imposed by Bursa Securities	Status of compliance
(i)	BKCB and KAF IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Debt Settlement	To be complied.
(ii)	BKCB is required to furnish Bursa Securities with a certified true copy of the resolution passed by its shareholders at a general meeting for the Proposed Debt Settlement	To be complied.
(iii)	BKCB and KAF IB are required to inform Bursa Securities upon completion of the Proposed Debt Settlement	To be complied.
(iv)	BKCB is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Debt Settlement is completed	To be complied.

- (b) the shareholders of BKCB at the forthcoming EGM to be convened for the Proposed Debt Settlement; and
- (c) approvals of any relevant authorities and/or parties, if required.

8. CONDITIONALITY OF THE PROPOSED DEBT SETTLEMENT

The Proposed Debt Settlement is not conditional upon any other proposals undertaken or to be undertaken by the Company.

Save for the Proposed Debt Settlement, the Board of BKCB confirms that there are no other intended corporate exercise/scheme which have been announced to Bursa Securities but not yet completed prior to the printing of this Circular.

In addition, save for the Private Placement I and Private Placement II which were completed on 28 September 2020 and 12 November 2020 respectively, there is no other fund raising undertaken by the Company within the past 12 months prior to the date of this Circular.

[The rest of this page is intentionally left blank]

The Private Placement I and Private Placement II raised gross proceeds of RM14.92 million and RM17.97 million respectively. The status of utilisation of the said proceeds as at LPD are set out below:-

(a) Private Placement I

Intended utilisation of proceeds	Amount earmarked for utilisation (RM'000)	Amount utilised as at LPD (RM'000)	Balance unutilised as at LPD (RM'000)
Repayment of bank borrowings	13,000	(13,000)	-
Working capital requirements	1,770	(1,300)	470
Estimated expenses in relation to the Private Placement I	150	(150)	-
Total	14,920	(14,450)	470

(b) Private Placement II

Intended utilisation of proceeds	Amount earmarked for utilisation (RM'000)	Amount utilised as at LPD (RM'000)	Balance unutilised as at LPD (RM'000)
Repayment of bank borrowings	15,000	(5,983)	9,017
Working capital requirements	2,467	-	2,467
Estimated expenses in relation to the Private Placement II	500	(459)	41
Total	17,967	(6,442)	11,525

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive of BKCB and person connected with them as defined in the Listing Requirements, has any interest, direct or indirect, in the Proposed Debt Settlement.

10. DIRECTORS' RECOMMENDATION

The Board of BKCB, after having considered all relevant aspects of the Proposed Debt Settlement including but not limited to the terms of the Debt Settlement Agreement, the rationale and the financial effects, is of the opinion that the Proposed Debt Settlement is in the best interest of the Group.

Accordingly, the Board of BKCB recommends that the shareholders of the Company vote in favour of the resolution pertaining to the Proposed Debt Settlement to be tabled at the forthcoming EGM.

[The rest of this page is intentionally left blank]

11. TENTATIVE TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all the approvals/consents being obtained, the Proposed Debt Settlement is expected to be completed in the first half of 2021.

The tentative timeline for the implementation of the Proposed Debt Settlement is as follows:-

Key events	Tentative timeline
EGM for the Proposed Debt Settlement	30 December 2020
Issuance and allotment of the Settlement Shares to Handal	1 st quarter 2021
Listing of and quotation for the 31,800,000 new BKCB Shares on the Main Market of Bursa Securities and the completion of the Proposed Debt Settlement	1 st quarter 2021

12. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of the BKCB Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:-

	High (RM)	Low (RM)
<u>2020</u>		
November	0.920	0.570
October	0.755	0.500
September	0.935	0.360
August	0.940	0.095
July	0.110	0.085
June	0.110	0.090
May	0.125	0.080
April	0.095	0.050
March	0.105	0.040
February	0.120	0.100
January	0.115	0.110
<u>2019</u>		
December	0.120	0.105

The last transacted market price of BKCB Shares immediately prior to the announcement of the Proposed Debt Settlement on 20 October 2020 was RM0.705.

The last transacted market price of BKCB Shares on the LPD was RM0.82.

(Source: Bloomberg)

13. EGM

The EGM, the Notice of which is enclosed with this Circular, will be conducted fully virtual at the broadcast venue at Boardroom, 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 30 December 2020 at 2.30 p.m., or at any adjournment thereof, via remote participation and voting facilities which are available at Tricor Investor & Issuing House Services Sdn Bhd's website at <https://tjih.online> for the purpose of considering and, if thought fit, passing the ordinary resolution, with or without any modifications, to give effect to the Proposed Debt Settlement.

If you are entitled but unable to attend and vote at the forthcoming EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the registered office of the Company not later than 48 hours before the time fixed for the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

14. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully
For and on behalf of the Board of Directors
BINTAI KINDEN CORPORATION BERHAD

ONG CHOON LUI
Group Managing Director/Chief Executive Officer

APPENDIX I – FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of BKCB and that they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there is no other facts, the omission of which would make any statement in this Circular misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTERESTS

KAF IB has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references to it in the form and context in which it is included in this Circular. Further thereto, KAF IB is not aware of any potential conflict of interest that exists or is likely to exist in relation to its role as the adviser to the Company for the Proposed Debt Settlement.

3. MATERIAL COMMITMENT AND CONTINGENT LIABILITY

As at the LPD, there is no material commitment incurred or known to be incurred which upon becoming enforceable, may have a material impact on the results or financial position of the BKCB Group.

As at the LPD, there is no contingent liability incurred or known to be incurred by the BKCB Group which upon becoming enforceable may have a material impact on the profits or NA of the BKCB Group.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save as disclosed below, neither BKCB nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of the BKCB Group, and the Board of BKCB is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the BKCB Group:-

(a) **Kejuruteraan Bintai Kindenko Sdn Bhd ("KBK") v Serdang Baru Properties Sdn Bhd ("SBP")**

(i) **In the Shah Alam High Court**

Companies Winding Up No.: 8A-28NCC-144-03/2018
Post Winding Up No.: 8A-28PW-70-03/2019 (Applicant: Lee Yam Hooi)

On 2 May 2017, KBK registered an arbitration award as an Order of the High Court. Thereafter KBK issued a statutory notice to SBP pursuant to Section 465 and 466 of the Act for the sum of RM31,045,507.39 (calculated as at 26 February 2018). SBP had refused/failed to make payment to KBK. KBK then proceeded to file a winding up petition on 27 March 2018.

SBP filed a motion to strike out the winding up but was dismissed by the Court and the Court proceeded to wind up SBP on 26 November 2018.

On 26 March 2019, a shareholder of SBP, Lee Yam Hooi ("**the Applicant**") filed an application pursuant to Section 493 of the Act ("**S.493 application**") to terminate the winding up.

The S.493 application was dismissed by the Shah Alam High Court on 12 December 2019 pursuant to an application to strike out filed by KBK. The Applicant filed an appeal against this decision and it is currently fixed for case management on 23 December 2020.

The solicitors are of the view that KBK has a good chance of success in the said appeals given that the winding up was carried out in accordance with the required rules and procedures and that there had not been any appeal filed by SBP against the winding up order.

**(ii) In the Court of Appeal Malaysia Civil Appeal No. W-02(A)-1759-08/2018
In the Kuala Lumpur High Court Originating Summons No. WA-24FC-204- 02/2018**

On 9 February 2018, KBK initiated an application for an order for sale of SBP's land held under Geran No. 66423, Lot 42095, Pekan Serdang, Daerah Petaling, Selangor ("**subject property**"). Order for sale was obtained on 23 August 2018. However, SBP filed an appeal against the order for sale.

Nonetheless, KBK proceeded to initiate the public auction in Kuala Lumpur High Court Execution No. WA-38-872-10/2018 on 19 October 2018. The public auction was held on 3 December 2018 and the subject property was successfully bid by KBK.

A contributory of SBP, Lee Yam Hooi ("**the Intervener**") had then filed an application to the Court of Appeal to intervene in the appeal and restrain KBK from dealing with the subject property until the disposal of SBP's appeal. On 23 April 2019, the Court of Appeal allowed the Intervener's application.

KBK filed a motion to strike out the appeal given that SBP had failed to file its records of appeal within the prescribed time ("**Enclosure 49**"). The Intervener obtained sanction from the Shah Alam High Court to appeal on behalf of SBP and as such, had filed a motion for extension of time to file the Appeal Records on behalf of SBP ("**Enclosure 114**").

The Court of Appeal has not scheduled a hearing date for the appeal given that there are 2 motions pending the determination of the Court of Appeal (namely Enclosures 49 and 114). Both Enclosure 49 and Enclosure 114 are scheduled for hearing in the Court of Appeal on 12 March 2021.

In respect of Enclosure 49, the solicitors are of the view that KBK has a fair chance of success given that SBP has failed to comply with the timeline/deadline for the filing of the records of appeal. Furthermore, the liquidators of SBP had informed the Court that they do not intend to proceed with the appeal. In the event the Court allows Enclosure 49, there will not be any need to proceed with Enclosure 114.

(b) KBK v Pacific Sanctuary Holdings Sdn Bhd ("Pacific Sanctuary")

In the matter of Arbitration

KBK had instituted arbitration proceedings against Pacific Sanctuary in connection to the Letter of Award dated 27 November 2012 in respect of a project known as "Proposed Mixed Development (Pacific Parade) on TL017546431 along Jalan Istiadat, Kota Kinabalu, Sabah, Parcel B, C & ID Blocks" where KBK was appointed as the main contractor for the mechanical and electrical works for a total value of RM133,192,500.00.

Pursuant to the agreement between KBK and Pacific Sanctuary, KBK is entitled to the amount of RM9,292,500.00 from Pacific Sanctuary, being the cost-plus factor of 7.5% premised on the total value of the mechanical and electrical works. KBK has claimed for the said sum of RM9,292,500.00 and Pacific Sanctuary has refused and/or disputed the same.

The matter is currently pending the appointment of arbitrator.

The solicitors are of the opinion that KBK has a good chance of success in the arbitration as Pacific Sanctuary had acted in breach of its contractual obligation.

(c) OPM v KTIMB

In the Malacca High Court

Civil Suit No.: MA-22NCvC-45-09/2020

Pursuant to a Concession Agreement dated 03 December 2015, KTIMB awarded OPM as a concession company to design, construct, complete, operate and maintain the project known as “Cadangan Membangunkan Penempatan Pelajar Di Dalam Kampus Dengan Konsesi Pelajar Bagi Jangka Masa 25 Tahun Untuk 7,002 Pelajar”.

As at September 2020, KTIMB owes OPM the sum of RM15,754,756.87 despite OPM completing the works and carrying out maintenance of the facility. OPM had filed its claim against KTIMB and KTIMB had filed a counterclaim against OPM for liquidated damages in the sum of RM402,000.00 alleging OPM's delay in completing the works (which is denied by OPM), and the sum of RM3,298,951.81 for alleged profit sharing.

As at LPD, parties are in the midst complying with directions with regards to pleadings and are to file all necessary pleadings and application before the next case management on 28 December 2020. OPM intends to file an application for summary judgment.

Based on the documents made available to the solicitors, the solicitors are of the opinion that OPM has a good chance of success in its claim against KTIMB.

(d) OPM v Handal

(i) In the matter of Arbitration

OPM had commenced arbitration proceedings against its main contractor, Handal, in connection with the disputes and/or differences arising from and/or related to the Letter of Award dated 1 July 2016 and other associated contracts with regards to the Construction Contract.

(ii) Construction Payment and Adjudication

OPM had received a Notice of Adjudication to refer disputes arising from alleged payment claim under Section 9 of the Construction Industry Payment and Adjudication Act 2012 from Handal for a total amount of approximately RM18 million in relation to the Construction Contract.

OPM has instructed its solicitors to contest the matter and Asian International Arbitration Centre has appointed Chang Wei Mun as the adjudicator. On 8 July 2020, the adjudicator issued its Adjudication Decision and it was adjudicated that OPM to pay Handal the sum of RM18.95 million within 2 weeks from the date of Adjudication Decision.

Both parties have executed the Debt Settlement Agreement and the legal action between the parties has been put on hold pending completion of the Debt Settlement Agreement.

(e) **Bintai Integrated Engineering & Construction Sdn. Bhd. ("BIEC") v Panasonic Homes (M) Sdn. Bhd. & Panasonic Life Solutions (M) Sdn. Bhd. (collectively known as "Panahome")**

(i) **In the Kuala Lumpur High Court**

Originating Summons No.: WA-24C-85-05/2020

On 13 May 2020, BIEC called on a bank guarantee placed by its subcontractor, Panahome for a sum of RM2,904,344.35 due to non-performance of Panahome during the defect liability period related to the Letter of Award dated 6 March 2014 for "Cadangan Pembangunan 1 Blok Kondominium 28 Tingkat Yang Mengandungi: 2 Blok Kondominium 21 Tingkat (504 unit), 7 Tingkat Podium Tempat Letak Kereta Berserta Kemudahan (Kolam Renang, Taman Permainan, Kemudahan Awam) Di Atas Lot 551, Seksyen 85A, Bandar Baru Sentul, Mukim Bandar Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur).

On 14 May 2020, Panahome filed an Originating Summons and an ex parte injunction for the following prayers:-

- (aa) declaration that BIEC is not entitled to make any demand for the bank guarantee;
- (bb) declaration that the demand made by BIEC is wrong in the eyes of the law;
- (cc) an order restraining BIEC or its related parties from making a demand or issue a further demand on the entire or and/or part of the sum of the bank guarantee;
- (dd) an order restraining BIEC or its related parties receiving the proceeds in part or in full of any payment made under the bank guarantee;
- (ee) in the event that the said proceeds in part or in full received by BIEC or its related parties, an order that BIEC and its related parties be restrained from utilising or spending the proceeds and that proceeds to be refunded to Panahome;
- (ff) cost; and
- (gg) any further or other relief that the Court deems fit to grant.

On 15 May 2020, the ex parte injunction was allowed and BIEC was restrained from utilising or spending the proceeds of the bank guarantee. On 21 May 2020, BIEC filed to strike out the Originating Summons. On 21 July 2020, the Court dismissed BIEC's application and ordered the sum of RM2,904,344.35 be retained in the joint stakeholders account of Panahome's solicitor and BIEC's solicitor pending final disposal of the arbitration proceeding between Panahome and BIEC.

On 27 May 2020, Panahome issued a notice to arbitrate, claiming inter alia, the sum of RM4,966,450.10 which Panahome alleged are due and owing to them as the balance payment for work done and retention sum. BIEC objected to the same as it was defective. As at LPD, no arbitration proceedings have been commenced as yet.

The solicitors are of the opinion that in the event this dispute proceeds to arbitration, BIEC has a good chance of resisting Panahome's claims and will result in a significant reduction in the sums due and owing to Panahome.

(ii) In the Kuala Lumpur High Court

Civil Suit No.: WA-22NCvC-224-05/2020

BIEC had on 12 May 2020 filed a claim against Panahome seeking for damages amounting to the sum of RM5,000,000.00 towards damages for loss of reputation caused by the inordinate delay and poor quality of works done by Panahome.

On 29 September 2020, the High Court ordered that this action be stayed, and proceedings should be brought by way of arbitration. No arbitration proceedings have been commenced as yet.

On 27 October 2020, BIEC filed an appeal against the High Court's decision. There are no dates fixed for the appeal yet.

The solicitors are of the opinion that should this dispute proceed to arbitration, BIEC may be able to recover damages provided that BIEC is able to provide documentation and proof to support its case. In the absence of such documentation and proof, the solicitors are of the opinion that BIEC may only recover nominal damages.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal office hours on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (a) the Constitutions of BKCB and OPM;
- (b) the Debt Settlement Agreement;
- (c) the audited consolidated financial statements of BKCB for the FYE 2019, FYE 2020 and the latest unaudited consolidated financial results of BKCB for the FPE 2020;
- (d) the audited financial statements of OPM for the FYE 2019, FYE 2020 and the unaudited financial results of OPM for the 6-month financial period ended 30 September 2020;
- (e) the letter of consent and declaration of conflict of interests referred to in Section 2 of this Appendix; and
- (f) the relevant cause papers in relation to the material litigation referred to in Section 4 of this Appendix.

[The rest of this page is intentionally left blank]



BINTAI KINDEN CORPORATION BERHAD

[Registration No. 199401005191(290870-P)]

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION

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

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

- (a) to issue and allot 31,800,000 new BKCB Shares to Handal at the issue price of RM0.645 per BKCB Share to Handal in settlement of up to RM20,511,000 of the total outstanding debt of RM23,397,091.37; and
- (b) such new BKCB Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing BKCB Shares, save and except that such new BKCB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such new BKCB Shares.

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

**BY THE ORDER OF THE BOARD
BINTAI KINDEN CORPORATION BERHAD**

NG LAI YEE
SSM PC NO. 202008000977
(MAICSA 7031768)
Company Secretary

Kuala Lumpur
15 December 2020

Notes:-

- (1) *The EGM of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities. Please follow the steps and procedures provided in the Administrative Details for the EGM of the Company in order to register, participate and vote remotely via RPV.*
- (2) *The Chairman of the EGM will be at the broadcast venue in compliance with Section 327(2) of the Companies Act 2016. Members/proxies/corporate representatives will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.*
- (3) *Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (“TIIH” or the Company’s “Share Registrar”) via **TIIH Online** at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the EGM and read the notes below in order to participate remotely via the RPV.*
- (4) *Members may submit questions to the Board of Directors prior to the EGM via **TIIH Online** at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than Monday, 28 December 2020 at 2.30 p.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.*
- (5) *A member entitled to participate and vote at this meeting is entitled to appoint a proxy or proxies to participate and vote on his behalf. A proxy need not be a member of the Company and there shall not be any restriction as to the qualification of the proxy.*
- (6) *Where a Member appoints more than one (1) proxy, the appointment of proxies shall not be valid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.*
- (7) *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the company for multiple beneficial owners in one Securities Account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds.*
- (8) *A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details of the EGM.*
- (9) *The appointment of proxy may be made in hard copy or by electronic means in the following manner and must be received by the Company’s Share Registrar not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote:-*
 - (a) **In hard copy**

To be deposited with the Registered Office of the Company of 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur; or
 - (b) **By electronic means via TIIH Online**

*The Form of Proxy can be lodged electronically via **TIIH Online** at <https://tiih.online> (applicable to individual members only). Please refer to the Administrative Details of the EGM for further information on electronic submission.*

- (10) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (11) For a corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment with the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:-
- (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Constitution of the corporate member.
- (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
- (i) at least two (2) authorised officers, of whom shall be a director; or
- (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (12) Please ensure all the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
- (13) Last date and time for lodging this Form of Proxy is Monday, 28 December 2020 at 2.30 p.m.
- (14) Only members whose names appear in the Register of Depositories as at 21 December 2020 shall be regarded as a member entitled to participate and vote at this EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, "the **Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents) the members has obtain the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADMINISTRATIVE DETAILS FOR THE EGM

Date : **Wednesday, 30 December 2020**
Time : **2.30 p.m.**
Broadcast Venue : **Boardroom, 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur**

MODE OF MEETING

In view of the coronavirus disease outbreak and as part of the safety measures, the Extraordinary General Meeting (“**EGM**”) of Bintai Kinden Corporation Berhad (“**BKCB**” or the “**Company**”) will be conducted **FULLY VIRTUAL** at the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendment that may be made from time to time) (“**Guidance Note**”).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM using RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (“**TIIH**”) via its website at <https://tjih.online> (“**TIIH Online**”).

Members who appoint proxies to participate via RPV in the EGM must ensure that the duly executed Form of Proxy are deposited in hard copies to the Registered Office of the Company or by electronic means to TIIH no later than Monday, 28 December 2020 at 2.30 p.m.

Corporate representatives of corporate members must deposit their original or duly certified certificate of appointment of corporate representatives to the Registered Office of the Company no later than Monday, 28 December 2020 at 2.30 p.m. to participate the EGM via RPV.

Attorneys appointed by powers of attorney are to deposit their powers of attorney with the Registered Office of the Company no later than Monday, 28 December 2020 at 2.30 p.m. to participate the EGM via RPV.

A member who has appointed a proxy or attorney or authorised representative to participate at this EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** at <https://tjih.online>.

As the EGM of BKCB is a fully virtual EGM, members who are unable to participate in this EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

PROCEDURES FOR RPV

Members/proxies/corporate representatives/attorneys who wish to participate at the EGM remotely using the RPV are to follow the requirements and procedures as summarised below:-

	Procedure	Action
BEFORE THE EGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from Tuesday, 15 December 2020 until the day of EGM on Wednesday, 30 December 2020. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate the EGM using the RPV. Login with your user ID and password and select the corporate event: “(REGISTRATION) BKCB EGM 2020”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 21 December 2020, the system will send you an e-mail to approve or registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV to enable you to participate the EGM via TIIH Online.</i></p>
ON THE EGM DAY (30 DECEMBER 2020)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 2.00 p.m. i.e. 30 minutes before the commencement of the EGM on Wednesday, 30 December 2020 at 2.30 p.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) BKCB EGM 2020” to engage in the proceedings of the EGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 2.30 p.m. on Wednesday, 30 December 2020 until a time when the Chairman announces the end of the EGM. Select the corporate event: “(REMOTE VOTING) BKCB EGM 2020” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Note to users of the RPV:

- (1) Should your application to join the EGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to **TIIH Online** on the day of EGM will indicate your presence at the virtual meeting.
- (2) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (3) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call TIIH Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the EGM since the meeting is being conducted on a fully virtual basis.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the ROD as at **21 December 2020** shall be entitled to attend, speak and vote remotely at the EGM or appoint proxies to attend and/or vote on his/her behalf.

PROXY

In the event you are unable to attend the meeting via RPV on 30 December 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Form of Proxy.

You may submit your Form of Proxy to the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Form of Proxy shall not be treated as valid.

You may also submit the Form of Proxy electronically via **TIIH Online** at <https://tiih.online> no later than **Monday, 28 December 2020 at 2.30 p.m.** Please follow the instructions and procedures for submission of Proxy Form electronically in the ensuing section below.

POLL VOTING

The Voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities.

Members can proceed to vote on the resolutions at any time from the commencement of the EGM at 2.30 p.m. until the conclusion of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** at <https://tiih.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolution is duly passed.

EGM CIRCULAR

The Company's EGM Circular dated 15 December 2020 is available at the Company's website at www.bintai.com.my.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via **TIIH Online** are summarised below:-

	Procedure	Action
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: "BKCB EGM 2020 - Submission of Proxy Form".Read and agree to the Terms & Conditions and confirm the Declaration.Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.Review and confirm your proxy(s) appointment.Print proxy form for your record.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Members may submit questions for the Board prior to the EGM via **TIIH Online** at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 28 December 2020 at 2.30 p.m.** The Board will endeavour to answer the questions received at the EGM.

RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the EGM is allowed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons

- Mr. Jake Too : +603-2783 9285 / Email : Chee.Onn.Too@my.tricorglobal.com

- Ms. Vivien Khoh : +603-2783 9091 / Email : Vivien.Khoh@my.tricorglobal.com

- Mr. Alven Lai : +603-2783 9283 / Email : Siew.Wai.Lai@my.tricorglobal.com

BINTAI KINDEN CORPORATION BERHAD

[Registration No. 199401005191(290870-P)]

(Incorporated in Malaysia)

FORM OF PROXY

No. of shares	
CDS Account No.	

I/We _____
(FULL NAME IN BLOCK LETTERS)

NRIC No./Company No. _____

of _____
(FULL ADDRESS)

being a Member of Bintai Kinden Corporation Berhad, hereby appoint the following person(s) or failing him, the Chairman of the Meeting, as my/our proxy/proxies to participate and vote for me/us and on my/our behalf, at the Extraordinary General Meeting of the Company, to be conducted fully virtual at the broadcast venue at Boardroom, 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 30 December 2020 at 2.30 p.m., or at any adjournment thereof:-

	Name	Address	NRIC No.	Shares represented by Proxy
1.
2.

Resolution	First Proxy		Second Proxy	
	For	Against	For	Against
Ordinary Resolution – Proposed Debt Settlement				

Please indicate with an "X" in the space provided above on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.

Dated: _____

Signature/Common Seal

Telephone No: _____

Notes:-

- (1) The EGM of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. Please follow the steps and procedures provided in the Administrative Details for the EGM of the Company in order to register, participate and vote remotely via RPV.
- (2) The Chairman of the EGM will be at the broadcast venue in compliance with Section 327(2) of the Act. Members/proxies/corporate representatives will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.
- (3) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the RPV provided by Tricor Investor & Issuing House Services Sdn Bhd ("TIIH" or the Company's "Share Registrar") via its website ("TIIH Online") at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the EGM and read the notes below in order to participate remotely via RPV.
- (4) Members may submit questions to the Board of Directors prior to the EGM via TIIH Online at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than Monday, 28 December 2020 at 2.30 p.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- (5) A member entitled to participate and vote at this meeting is entitled to appoint a proxy or proxies to participate and vote on his behalf. A proxy need not be a member of the Company and there shall not be any restriction as to the qualification of the proxy.
- (6) Where a Member appoints more than one (1) proxy, the appointment of proxies shall not be valid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.



- (7) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the company for multiple beneficial owners in one Securities Account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds.
- (8) A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Details of the EGM.
- (9) The appointment of proxy may be made in hard copy or by electronic means in the following manner and must be received by the Company’s Share Registrar not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote:-
- (a) **In hard copy**
- To be deposited with the Registered Office of the Company of 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur; or
- (b) **By electronic means via TIIH Online**
- The Form of Proxy can be lodged electronically via **TIIH Online** at <https://tjih.online> (applicable to individual members only). Please refer to the Administrative Details for further information on electronic submission.
- (10) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM in which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (11) For a corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment with the Registered Office of the Company at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:-
- (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Constitution of the corporate member.
- (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
- (i) at least two (2) authorised officers, of whom shall be a director; or
- (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (12) Please ensure all the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
- (13) Last date and time for lodging this Form of Proxy is Monday, 28 December 2020 at 2.30 p.m.
- (14) Only members whose names appear in the Register of Depositories as at 21 December 2020 shall be regarded as a member entitled to participate and vote at this EGM.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

THE COMPANY SECRETARY
BINTAI KINDEN CORPORATION BERHAD
[Registration No. 199401005191(290870-P)]
3-2-8, Kompleks Kantonmen Prima
No. 698, Jalan Ipoh
51200 Kuala Lumpur
Malaysia

1st fold here

