

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Sixth (**26th**) Annual General Meeting ("**AGM**") of 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 Tuesday, 29 September 2020 at 10:00 a.m. via Remote Participation and Voting ("**RPV**") facilities which are available at Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**")'s online website at <https://tiih.online>, for the following purposes:

ORDINARY BUSINESS

Explanatory Notes

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| 1. | To receive the Audited Financial Statements for financial year ended 31 March 2020 together with Reports of the Directors' and Auditors' thereon. | Note A |
| 2. | To approve the payment of Directors' Fees amounting to RM132,000 in respect of the financial year ended 31 March 2020. | Ordinary Resolution 1 |
| 3. | To approve the Directors' Other Benefits payable of up to an amount of RM10,000 from 30 September 2020 to the next AGM of the Company. | Ordinary Resolution 2 |
| 4. | To re-elect Ong Choon Lui who retires by rotation in accordance with Article 108 of the Company's Constitution, being eligible, has offered himself for reelection as a Director of the Company. | Ordinary Resolution 3 |
| 5. | To reappoint Messrs. Morison AAC PLT (formerly known as Messrs. Morison Anuarul Azizan Chew) as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

SPECIAL BUSINESS

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

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| 6. | Proposed Retention of Independent Non-Executive Directors | |
| (i) | "THAT Tan Sri Dato' Kamaruzzaman Bin Shariff be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017." | Ordinary Resolution 5 |
| (ii) | "THAT Dato' Zakri Afandi Bin Ismail be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017." | Ordinary Resolution 6 |
| (iii) | "THAT Johari Bin Mohd Akhir be hereby retained and continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017." | Ordinary Resolution 7 |

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7. **Authority to Allot and Issue Shares Pursuant To Sections 75 and 76 of the Companies Act 2016 (“Act”) Ordinary Resolution 8**

“THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total issued shares of the Company (excluding treasury shares) at the time of the issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

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

By Order of the Board
BINTAI KINDEN CORPORATION BERHAD

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

Kuala Lumpur
27 August 2020

NOTES:

- (i) The AGM 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 AGM of the Company in order to register, participate and vote remotely via RPV.
- (ii) The Chairman of the AGM 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 AGM in person at the Broadcast Venue on the day of the meeting.
- (iii) 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 AGM via the RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**” or “**the Company’s Share Registrar**”) via its **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the AGM and read the notes below in order to participate remotely via RPV.
- (iv) Members may submit questions to the Board of Directors prior to the AGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Sunday, 27 September 2020 at 10.00 a.m.** or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details of the AGM.

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- (ix) The appointment of a proxy may be made in a 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 General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote:
- (i) In hard copy
To be deposited at the Registered Office of the Company of 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur; or
 - (ii) By electronic means via TIIH Online
The proxy form can be lodged electronically via TIIH Online website at <https://tiih.online> (applicable to individual members only). Please refer to the Administrative Details for further information on electronic submission.
- (x) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited 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 General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (xi) For a corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment 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 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.
- (xii) Please ensure All the particulars as required in this proxy form are completed, signed and dated accordingly.
- (xiii) Last date and time for lodging this proxy form is **Sunday, 27 September 2020 at 10.00 a.m.**
- (xiv) Only members whose names appear in the Register of Depositories as at **21 September 2020** shall be regarded as a member entitled to participate and vote at this AGM.

EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

Note A - Audited Financial Statements for year ended 31 March 2020

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

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

Pursuant to Section 230(1) of the Act which came into force on 31 January 2017, fees and benefits payable to the Directors of the Company will have to be approved by shareholders at general meeting. The amount of fees payable is determined based on the involvement and responsibilities of the Non-Executive Directors in discharging their responsibilities and services to the Company during the financial year ended 31 March 2020 and in recognition of their wide-ranging scope of responsibilities expected of them, which shall be approved at general meetings.

Executive Directors do not receive fees as they are remunerated with salaries, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

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Ordinary Resolution 5, 6, and 7 – Proposed Retention of Independent Non-Executive Directors

The Board of Directors has vide the Nomination Committee, assessed the independence of Tan Sri Dato' Kamaruzzaman Bin Shariff who has served as Independent Director for a cumulative term of more than twelve (12) years as well as for Dato' Zakri Afandi Bin Ismail and Encik Johari Bin Mohd Akhir who have served as Independent Directors for a cumulative term of more than nine (9) years. The Board of Directors therefrom have recommended for Tan Sri Dato' Kamaruzzaman Bin Shariff, Dato' Zakri Afandi bin Ismail and Encik Johari Bin Mohd Akhir to continue acting as Independent Directors based on the following justifications:

- (i) Qualified as Independent Directors as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) Able to contribute positively during deliberations/discussions at meetings with their in-depth knowledge and experiences, and understand the operations and nature of business of the Group;
- (iii) Discharged their professional duties in good faith and in the best interests of all the shareholders of the Company.
- (iv) Have the caliber and personal qualities to challenge the management in an effective and constructive manner and have never compromise on their independent judgement.

The reappointments will be subject to shareholders' approval in accordance with Practice 4.2 of the Malaysian Code of Corporate Governance 2017.

Ordinary Resolution 8 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution proposed under Resolution 8 is a general mandate for the Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Act. The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this AGM, to allot and issue shares or to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 20% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at general meetings, will expire at the conclusion of the next AGM of the Company.

The proposed general mandate, once approved and renewed, will provide the flexibility to the Directors of the Company to allot and issue shares, including but not limited to placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary, in an effective and expeditious manner.

STATEMENT ACCOMPANYING NOTICE OF THE 26TH AGM

(i) Details of persons who are standing for election as Directors (excluding Directors standing for reelection)

Pursuant to Para 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, no individual is standing for election as Director of the Company at the 26th AGM of the Company.

(ii) General mandate for issue of securities

In line with the directive issued by Bursa Securities dated 16 April 2020, the Company is seeking a higher general mandate for issuance of securities of not more than 20% of the total issued shares of the Company ("**20% General Mandate**") for additional working capital requirements on new business venture/expansion, where warranted, that will benefits the Company and its shareholders as a whole.

The proposed general mandate under paragraph 6.03 of the Main Market Listing Requirements for issuing of new securities under Ordinary Resolution 8 is a renewal of previous mandate obtained at the preceding 25th AGM of the Company held on 22 August 2019. No new shares were issued pursuant to the preceding mandate and hence, no proceeds were raised therefrom.

Personal Data Privacy:

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