

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twenty Eighth (**28th**) Annual General Meeting ("**AGM**") of the Company will be conducted fully virtual on Thursday, 15 September 2022 at 10:00 a.m. via the online meeting platform inclusive of the Remote Participation and Voting ("**RPV**") facilities provided by One Capital Market Services Sdn Bhd ("**One Capital**") at <http://www.onecapital.com.my/> for the following purposes:

## ORDINARY BUSINESS

## Explanatory Notes

1. To receive the Audited Financial Statements for financial year ended 31 March 2022 together with Reports of the Directors' and Auditors' thereon. **Note A**
2. To approve the payment of Directors' Fees amounting to RM108,000 in respect of the financial year ended 31 March 2022. **Ordinary Resolution 1**
3. To approve the Directors' Other Benefits payable of up to an amount of RM10,000 from 16 September 2022 to the next AGM of the Company. **Ordinary Resolution 2**
4. To reelect the following Directors who are retiring in accordance with Clause 108 of the Company's Constitution, being eligible, have offered themselves for reelection:
  - (a) Ooi Jit Huat **Ordinary Resolution 3**
  - (b) Mohd Shakir Bin Shahimi **Ordinary Resolution 4**
5. To reelect the following Directors who are retiring in accordance with Clause 113 of the Company's Constitution, being eligible, have offered themselves for reelection:
  - (a) Mohd Idzwan Izuddin Bin Datuk Ab Rahman **Ordinary Resolution 5**
  - (b) Ku Chong Hong **Ordinary Resolution 6**
6. To appoint Messrs. HLB Ler Lum Chew PLT (201906002362 & AF0276) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

## SPECIAL BUSINESS

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

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 ten percentum (10%) of the total issued shares of the Company at the time of the issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."
8. To transact any other business of which due notice shall have been given in accordance with the Act.

# Notice of Annual General Meeting

By Order of the Board

**BINTAI KINDEN CORPORATION BERHAD**

**NG LAI YEE**

SSM PC No. 202008000977

(MAICSA 7031768)

Company Secretary

Petaling Jaya

Selangor, Malaysia

29 July 2022

**NOTES:**

- (i) The 28<sup>th</sup> AGM of the Company will be conducted fully virtual via RPV facilities from the online meeting platform provided by One Capital Market Services Sdn Bhd (“One Capital” or “the Company’s Share Registrar”) at <https://www.onecapital.com.my/>. Please follow the steps and procedures provided in the Administrative Details of the 28<sup>th</sup> AGM of the Company’ in order to register, participate and vote remotely via RPV.
- (ii) Members are to participate (including posing questions to the Board via real time submission of typed texts) and vote remotely at the 28<sup>th</sup> AGM via the RPV facilities provided by One Capital.
- (iii) Members may submit questions to the Board of Directors prior to the 28<sup>th</sup> AGM via One Capital at <https://www.onecapital.com.my/> no later than **Tuesday, 13 September 2022 at 10.00 a.m.** or to use the Q&A Panel to transmit questions to the Chairman/Board via RPV during the online meeting.
- (iv) A member entitled to participate and vote at this meeting may appoint a proxy or proxies to participate and vote on his behalf. A proxy need not be a member of the Company and there shall not be any restriction as to the qualification of the proxy.
- (v) 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.
- (vi) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the company for multiple beneficial owners in one Securities Account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (vii) A member who has appointed a proxy, an attorney or authorised representative to participate and vote at this 28<sup>th</sup> AGM via RPV must request his/her proxy to register himself/herself for RPV at the online website of One Capital at <https://www.onecapital.com.my/>.
- (viii) The appointment of proxy may be made in the form of hard copy to be deposited with the Registered Office of the Company at G-3AF-3, Level 3AF, Block G, Garden Office @ Encorp Strand, No. 12, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor or lodged electronically via [info@onecapital.com.my](mailto:info@onecapital.com.my) not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote.
- (ix) 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 G-3AF-3, Level 3AF, Block G, Garden Office @ Encorp Strand, No. 12, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements and jurisdiction of the country in which it is executed.
- (x) 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 G-3AF-3, Level 3AF, Block G, Garden Office @ Encorp Strand, No. 12, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting in which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:
  - (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; or
  - (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 directors; or
    - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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- (xi) Please ensure all the particulars as required in this proxy form are completed, signed and dated accordingly.
- (xii) Last date and time for lodging this proxy form is **Tuesday, 13 September 2022 at 10.00 a.m.**
- (xiii) Only members whose names appear in the Register of Depositors as at **8 September 2022** shall be regarded as a member entitled to participate and vote remotely at this AGM.

## EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

### **Note A - Audited Financial Statements for year ended 31 March 2022**

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 2022 and in recognition of their wide-ranging scope of responsibilities expected of them, which shall be approved at general meetings.

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

### **Ordinary Resolution 7 – Appointment of Auditors**

Following the successful merger of the audit practices of HLB AAC PLT (202006000008 & AF001977) and HLB Ler Lum Chew PLT (201906002362 & AF0276), HLB AAC PLT shall retire as Auditors of the Company and its group of companies at the conclusion of the 28<sup>th</sup> AGM. Hence, the Company is seeking approval from its shareholders for the appointment of HLB Ler Lum Chew PLT as Auditors of the Company for financial year ending 31 March 2023 at the 28<sup>th</sup> AGM.

### **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 10% 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 28<sup>TH</sup> AGM

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

Pursuant to Para 8.27(2) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), no individual is standing for election as Director of the Company at the 28<sup>th</sup> AGM of the Company.

### **(ii) General mandate for issue of securities**

The proposed general mandate for issuing new securities under Ordinary Resolution 8 is a renewal of previous mandate obtained at the preceding 27<sup>th</sup> AGM of the Company held on 28 September 2021.

As at the date of this Notice, a total of 107,199,000 new ordinary shares were issued with a total proceeds of RM22,511,790 pursuant to the previous General Mandate obtained at the 27<sup>th</sup> AGM held on 28 September 2021.

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**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.*