



BINTAI KINDEN CORPORATION BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Bintai Kinden Corporation Berhad (“**Bintai**” or “**Company**”) will be conducted fully virtual via Remote Participation and Voting (“**RPV**”) facilities from the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) at <https://tiih.online> (“**TIIH Online**”) on Monday, 22 November 2021 at 10:00 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN JOHNSON MEDICAL INTERNATIONAL SDN BHD FOR A TOTAL PURCHASE CONSIDERATION OF RM50,000,000 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT RM26,000,000 AND THE REMAINING PURCHASE CONSIDERATION OF RM24,000,000 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 58,536,600 NEW ORDINARY SHARES IN BINTAI (“BINTAI SHARE(S)” OR “SHARE(S)”) AT THE ISSUE PRICE OF RM0.41 PER SHARE (“PROPOSED ACQUISITION”)

“**THAT**, subject to the fulfilment of conditions precedent and the approvals of relevant authorities, where required, being obtained, approval is hereby given for the Company to acquire the 100% equity interest in Johnson Medical International Sdn Bhd (“**JMI**”), comprising 3,000,002 ordinary shares in JMI from Yeo Eng Lam for the Purchase Consideration to be fully satisfied by cash consideration amounting to RM26,000,000 and issuance of 58,536,600 new Bintai Shares at the issue price of RM0.41 per ordinary share amounting to RM24,000,000, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 28 April 2021 entered into between the Company and Yeo Eng Lam in respect of the Proposed Acquisition upon such terms and conditions as disclosed in the Circular to the Shareholders of the Company dated 29 October 2021 in relation to the Proposals (“**Circular**”);

AND THAT approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF BINTAI’S EXISTING BUSINESS TO INCLUDE THE:

- (I) PROPERTY DEVELOPMENT BUSINESS SEGMENT; AND**
- (II) PROPERTY MANAGEMENT BUSINESS SEGMENT WHICH INCLUDES THE MANAGEMENT OF CONDOTEL**

(“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the approvals of all relevant authorities, where required, being obtained, approval be and is hereby given to the Company and its subsidiaries (“**Bintai Group**”) to diversify its business to

include the property development and property management business segments which includes the management of condotel, which might reasonably be expected to result in:

- (a) the diversion of 25% or more of the net assets of Bintai Group to an operation which differs widely from those operations previously carried on by Bintai Group; or
- (b) the contribution from such an operation of 25% or more of the net profits of the Bintai Group pursuant to Paragraph 10.13(1) of the Main Market LR;

AND THAT the Directors of the Company be authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Bintai Group in order to implement, finalise and give full effect to the Proposed Diversification”.

ORDINARY RESOLUTION 3

PROPOSED PRIVATE PLACEMENT OF UP TO 114,567,500 NEW ORDINARY SHARES IN BINTAI REPRESENTING APPROXIMATELY 30% OF THE EXISTING ISSUED ORDINARY SHARES IN BINTAI, TO INDEPENDENT INVESTOR(S) TO BE IDENTIFIED LATER (“PROPOSED PRIVATE PLACEMENT”)

“**THAT**, subject to the approval of all the relevant authorities, where required, being obtained, approval be and is hereby given to the Board to allot and issue up to 114,567,500 new ordinary shares in the Company (“**Bintai Shares**” or “**Shares**”) (“**Placement Shares**”) by way of private placement to independent third party investor(s) to be identified later, representing approximately 30% of the total number of issued shares of the Company in one or several tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the Circular.

THAT the issue price of each tranche of the Placement Shares, where applicable, shall be determined separately and fixed by the Board at a later date after obtaining the relevant approvals for the Proposed Private Placement. In any event, the issue price of the Placement Shares shall be fixed at a discount of not more than 20% to the 5-day volume weighted average market price of Bintai Shares immediately preceding the price fixing date(s).

THAT the Board of the Company be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board of the Company be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors of the Company may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE OF UP TO 190,946,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") TO OUD ASSET MANAGEMENT SDN BHD ("OUD") AT AN ISSUE PRICE OF RM0.10 PER RCPS ("PROPOSED ISSUANCE OF RCPS")

"**THAT**, subject to the passing of Special Resolution, completion of the Proposed Acquisition and subject further to the approvals of all the relevant authorities, where required, being obtained, approval be and is hereby granted to the Board to provisionally allot and issue by way of a RCPS of up to 190,946,000 RCPS (including up to 190,946,000 new ordinary shares to be issued pursuant to the conversion of the RCPS) to OUD at an issue price of RM0.10 per RCPS based on the terms and conditions set out in the Circular.

THAT the Board be authorised to use the proceeds to be derived from the Proposed Issuance of RCPS in the manner set out in Section 2.4 of the Circular and vary the manner and/or purpose of use of such proceeds as it may deem fit and in the best interests of the Company.

THAT the new Bintai Shares to be issued arising from the conversion of the RCPS shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing Bintai Shares, save and except that the new Bintai Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment of the new Bintai Shares to be issued arising from the conversion of the RCPS.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Issuance of RCPS with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Issuance of RCPS."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE PROPOSED ISSUANCE OF RCPS ("PROPOSED AMENDMENTS")

"**THAT** subject to passing of Ordinary Resolution 4 and the approvals of all the relevant authorities and/or parties (if required) having been obtained, approval be and is hereby given to the Board to amend the Constitution of the Company in the manner as set out in Appendix VII of the Circular be and are hereby approved.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

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

NG LAI YEE
SSM PC NO. 202008000977
(MAICSA 7031768)
Company Secretary
Kuala Lumpur
29 October 2021

Notes:

- (1) The EGM of the Company will be conducted fully virtual via Remote Participation and Voting (“RPV”) facilities from the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) at <https://tiih.online> (“TIIH Online”). 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 the RPV.
- (2) Members are to participate by posing questions to the Board via real time submission of typed texts and vote remotely at the EGM via the RPV provided by Tricor at TIIH Online.
- (3) Members may submit questions to the Board of Directors prior to the EGM via TIIH Online by selecting “e-Services” to login, pose questions and submit electronically no later than Saturday, 20 November 2021 at 10:00 a.m. or to use the query box to transmit questions to the Chairman/Board via RPV during the online meeting.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) A member who has appointed a proxy or an attorney or authorised representative to participate and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online.
- (8) The appointment of proxy may be made in the form of hard copy to be deposited with the Registered Office at 3-2-8, Kompleks Kantonmen Prima, No. 698, Jalan Ipoh, 51200 Kuala Lumpur or lodged electronically via the TIIH Online 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.
- (9) 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.
- (10) For a corporate member who has appointed a representative, the original or duly certified certificate of appointment 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 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 directors; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (11) Please ensure that all the particulars as required in this Proxy Form are completed, signed and dated accordingly.
- (12) Last date and time for lodging this Proxy Form is Saturday, 20 November 2021 at 10:00 a.m..
- (13) Only members whose names appear in the Record of Depositors as at 15 November 2021 shall be regarded as members 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.