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**BINA PURI HOLDINGS BHD.**

(207184-X)

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

IN RELATION TO

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES**

NOTICE of the Nineteenth Annual General Meeting of the Company (with the subject Proposals duly incorporated as special business to the Agenda) to be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Wednesday, 5 May 2010 at 11.00 a.m. together with the Form of Proxy therefore are enclosed in the Annual Report of the Company for the financial year ended 31 December 2009.

The Form of Proxy must be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for holding the Nineteenth Annual General Meeting.

The last day and time for lodging the Form of Proxy is Monday, 3 May 2010 at 11.00 a.m.

## DEFINITIONS

Unless otherwise stated, the following definitions shall apply throughout this Circular:

Act	: The Companies Act, 1965
AGM	: Annual General Meeting
Audit Committee	: The duly constituted audit committee of the Company
Bina Puri or Company	: Bina Puri Holdings Bhd. (207184-X)
Bina Puri Group or Group	: Bina Puri and its subsidiaries (as defined in Section 5 of the Act)
BPCSB	: Bina Puri Construction Sdn. Bhd.
BPSB	: Bina Puri Sdn. Bhd.
BP(B)SB	: Bina Puri (B) Sdn. Bhd.
BPVSB	: Bina Puri Ventures Sdn. Bhd.
Board	: Board of Directors of the Company
Bursa Securities	: Bursa Malaysia Securities Berhad
Director	: A person as defined in Section 4 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
EMSB	: Easy Mix Sdn. Bhd.
KMQ	: KM Quarry Sdn. Bhd.
Listing Requirements	: The Listing Requirements of the Bursa Securities including any amendment thereto that may be made from time to time
Major Shareholder	: A person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-  (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or  (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.  For the purpose of this definition, interest(s) in shares shall have the meaning given in Section 6A of the Act.
MPSB	: Maskimi Polyol Sdn. Bhd.
NA	: Net Assets
Proposal RPTs	: Proposed renewal of shareholders' mandate for the Bina Puri Group to enter into Recurrent RPTs
Recurrent RPTs	: Recurrent related party transactions of a revenue or trading nature with Related Parties which are necessary for the day-to-day operations as well as are in the ordinary course of business of the Group and are on terms not more favourable to the Related Parties than those generally available to the public
Related Party	: A Director, Major Shareholder and/or person connected with such Director or Major Shareholder
RM and Sen	: Ringgit Malaysia and sen respectively
SLISB	: Sungai Long Industries Sdn. Bhd.

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# BINA PURI HOLDINGS BHD.

(207184-X)

(Incorporated in Malaysia)

## REGISTERED OFFICE

Wisma Bina Puri  
88 Jalan Bukit Idaman 8/1  
Bukit Idaman  
68100 Selayang  
Selangor Darul Ehsan

Date: 13 April 2010

## BOARD OF DIRECTORS

Dato' Mohamed Feisal Bin Ibrahim (Executive Chairman)  
Senator Tan Sri Datuk Tee Hock Seng, JP (Group Managing Director)  
Dr. Tony Tan Cheng Kiat (Founder Director)  
Matthew Tee Kai Woon (Executive Director)  
Datuk Henry Tee Hock Hin  
Tay Hock Lee  
Yusuf Khan Bin Ghows Khan  
Khalid bin Sufat  
Dato' Anad Krishnan A/L Muthusamy  
Tan Seng Hu (Alternate Director to Dr. Tony Tan Cheng Kiat)

To: The Shareholders of Bina Puri Holdings Bhd.

Dear Sir/Madam

## **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES**

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### **1. INTRODUCTION**

At an Annual General Meeting of the Company held on 28 May 2009, the Board sought and obtained shareholders' approval for *amongst others* the Bina Puri Group to enter into Recurrent RPTs. The authority that was procured, which may be renewed annually, will expire at the earliest of the following events:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which the authority itself was sought and obtained, is required to be held pursuant to Section 143(1) of the Act, without regard to such extension which may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in General Meeting.

On 25 March 2010, the Company announced its intention to seek the approval of shareholders at the forthcoming AGM for the Proposal, which is essentially made up of the renewal of the shareholders' mandate for substantially all the Recurrent RPTs approved at the immediately preceding AGM on 28 May 2009 with the Related Party whose particulars appear in paragraph 2.4.

The purpose of this Circular is to provide shareholders with information on the Proposal and to seek your approval for the Ordinary Resolutions pertaining thereto, which will be tabled at the forthcoming AGM of the Company as an item of special business in the Agenda.

## 2. DETAILS OF THE PROPOSAL

### 2.1 The Listing Requirements and Duration

Pursuant to and in compliance with Part E, Paragraph 10.09 and Practice Notes 12 and 14 of the Listing Requirements, Bina Puri proposes to seek the approval of shareholders for the Proposal.

The Proposal, which will be subject to annual renewal, will if approved continue to be in force until:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which this mandate is approved, is required to be held pursuant to Section 143(1) of the Act, without regard to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by shareholders of the Company in General Meeting;

whichever is the earliest.

### 2.2 Additional Requirements

Pursuant to Paragraph 10.09 of the Listing Requirements, such mandate sought and if procured, shall be subject to the following:

- (a) the subject transactions shall be in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:-
  - (i) the consideration, value of the assets, capital outlay or costs of the recurrent transactions is equal to or exceeds RM1.0 million; or
  - (ii) the percentage ratio of such recurrent transaction is equal to or exceeds 1%,

whichever is higher.

- (c) disclosure will be made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires an actual breakdown of the aggregate value of the Recurrent RPTs entered into during the financial year, including *amongst others*, the type of Recurrent RPTs and the names of the Related Parties involved in each type of the Recurrent RPTs entered into and their relationships with the Company; and
- (d) in a meeting to obtain a renewal of the shareholders' mandate, interested Related Parties must not vote on the resolutions giving such mandate. Interested Directors and Major Shareholders must also ensure that persons connected with them abstain from voting on such resolutions.

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### 2.3 The Group's Principal Activities

The principal activities of the Company are the provision of management services and investment holding.

The Company's subsidiary companies are principally involved in property development, provision of management services, investment holding, earthworks, building and road construction, quarry operations, manufacture of polyol, bricks and the production of ready-mix concrete.

### 2.4 The Related Parties And Their Relationships With The Company

The Recurrent RPTs for which the mandate of the shareholders is being sought are particularly in respect of transactions to be entered into by the Bina Puri Group with persons or parties connected with the Directors and/or Major Shareholders, being as follows:

- (a) Sea Travel and Tours Sdn. Bhd. (Company No. 31069-H) ("**STT**"), the company incorporated on 10.1.1977 and engaged in the tours and travel business in which Director YB Senator Tan Sri Datuk Tee Hock Seng, JP ("**THS**") and a member of his family collectively hold approximately 86.27% equity interest;
- (b) New Hoong Wah Holdings Sdn. Bhd. (Company No. 423745-T) ("**NHWH**"), incorporated on 19.3.1997 and engaged in the business of agency house, oil dealings commission agent, general import and export, land and property in which Director THS has 50% equity interest;
- (c) Kumpulan Melaka Bhd. (Company No. 334871-H) ("**KMB**"), the company incorporated on 25.2.1995 and engaged in the business of investment holding, property development and sand concession, which holds 30% equity interest in the Company's subsidiary KMQ;

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## 2.5 The Nature Of Transactions Contemplated Under The Proposal

The Recurrent RPTs covered by the Proposal are transactions to be undertaken by the Group relating to the provision of or obtaining from such Related Parties, products and services in the normal course of business of the Group, as follows:-

Nature of transactions undertaken by Bina Puri and/or its subsidiaries	Transacting Parties*	% owned by Bina Puri Group	Estimated Value from the day of the forthcoming AGM until the AGM in the year 2011 <sup>^</sup> (being the validity period of the mandate) (RM)	Related Parties
Purchase of air tickets (to facilitate air travel in the course of business eg. travel to project sites)	(a) Bina Puri	–	500,000	STT (see para 2.4 (a))
	(b) BPCSB	100	500,000	
	(c) BPSB	100	250,000	
	(d) EMSB	100	30,000	
	(e) MPSB	90	100,000	
	(f) SLISB	51	325,000	
			Subtotal	<b>1,705,000</b>
Purchase of diesel	(a) Bina Puri	–	300,000	NHWH (see para 2.4(b))
	(b) BPCSB	100	3,000,000	
	(c) BPSB	100	2,800,000	
	(d) EMSB	100	100,000	
	(e) SLISB	51	2,000,000	
			Subtotal	<b>8,200,000</b>
Sale of quarry products	KMQ	70	Note 1	KMB (see para 2.4(c))
Contract works (eg. road paving)	KMQ	70	Note 2	KMB (see para 2.4(c))

### **Notes:**

\* The transacting parties for the Recurrent RPTs may include other companies within the Group.

<sup>^</sup> The estimated values are based on the information available as at the date of this Circular with some of the estimates computed on an annualised basis. Due to the nature of some of the transactions, the actual value of transactions may vary from the estimated values disclosed above.

Note 1 There is an existing arrangement with KMB to supply them with quarry materials on a long term and recurrent basis. It is however not practicable to ascribe an estimate at this juncture because it is dependent on the particular requirements of KMB's projects.

Note 2 KMB is proposing to subcontract road paving works or other contract works procured from time to time to KMQ on a negotiated margin basis. Due to the uncertainty of the number and size of projects which KMB may be able to procure and subcontract to KMQ, KMQ is unable to ascribe an estimated value for the year.

## 2.6 The Methods And Procedures By Which Transaction Prices Are Determined

The Bina Puri Group shall continue to implement the following methods and procedures by which transaction prices are determined. They are to help ensure that Recurrent RPTs are undertaken on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders:

- (a) the list of Related Parties will be circulated within the Bina Puri Group and all Related Parties will be notified that Recurrent RPTs are required to be undertaken with the Group on terms no less favourable than the usual terms offered to their favoured clients;
- (b) transaction prices and terms shall be at prevailing market rates as determined by market forces, demand and supply, quality of the products and services and other relevant factors. Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain competitive transaction prices;
- (c) records shall be maintained by the Company to capture all Recurrent RPTs which are undertaken pursuant to the shareholders' mandate;
- (d) the annual internal audit plan shall incorporate a review of all Recurrent RPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (e) the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent RPTs have been complied with; and
- (f) the Board and the Audit Committee shall be responsible for determining the review procedures and may delegate such functions relating thereto to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest, as the case may be, he will abstain from any decision making by the Board or Audit Committee in respect of the said transaction.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by Bina Puri Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent RPTs are not detrimental to Bina Puri Group.

There is no specific threshold for approval of the Recurrent RPTs within the Bina Puri Group. All Recurrent RPTs are reviewed and authorised by personnel of at least senior managerial level, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained in the general meeting for the Recurrent RPTs.

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## 2.7 Existing Mandate On Recurrent RPTs

Set out below is the actual value transacted of each Recurrent RPT from the date on which the existing mandate was obtained on 28 May 2009 up to 31 March 2010, being the latest practicable date before the printing of this Circular, together with its estimated value as disclosed in the Circular to Shareholders dated 6 May 2009:-

Nature of transactions undertaken by Bina Puri and/or its subsidiaries	Related Parties	Transacting Parties*	% owned by Bina Puri Group	Estimated Value as disclosed in the Circular to Shareholders dated 06.05.2009 (RM)	Actual value transacted from 28.05.2009 to 31.03.2010
Purchase of air tickets (to facilitate air travel in the course of business eg. travel to project sites)	STT (see para 2.4(a))	(a) Bina Puri	–	600,000	209,185
		(b) BPCSB	100	400,000	316,972
		(c) BPSB	100	250,000	40,501
		(d) BP(B)SB	90	200,000	Nil
		(e) BPVSB	100	200,000	Nil
		(f) EMSB	100	30,000	2,786
		(g) MPSB	90	100,000	21,09
		(h) SLISB	51	325,000	31,485
Purchase of diesel	NHWH (see para 2.4(b))	(a) BPCSB	100	4,500,000	432,927
		(b) BPSB	100	2,000,000	17,836
		(c) EMSB	100	100,000	9,106
		(d) SLISB	51	2,000,000	137,391
Sale of quarry products	KMB (see para 2.4(c))	KMQ	70	Note 1	428,670
Contract works (eg. road paving)	KMB (see para 2.4(c))	KMQ	70	Note 2	Nil

### **Notes:**

\* *The transacting parties for the Recurrent RPTs may include other companies within the Group.*

*Note 1 There is an existing arrangement with KMB to supply them with quarry materials on a long term and recurrent basis. It is however not practicable to ascribe an estimate at this juncture because it is dependent on the particular requirements of KMB's projects.*

*Note 2 KMB is proposing to subcontract road paving works or other contract works procured from time to time to KMQ on a negotiated margin basis. Due to the uncertainty of the number and size of projects which KMB may be able to procure and subcontract to KMQ, KMQ is unable to ascribe an estimated value for the year.*

### 3. AUDIT COMMITTEE STATEMENT

The Audit Committee has seen and reviewed the methods and procedures mentioned in Paragraph 2.6 above and is of the view that the said methods and procedures are sufficient to help ensure that the Recurrent RPTs in question will not be more favourable to the Related Parties than those generally available to the public and will not be detrimental to the minority shareholders of the Company. A member of the Audit Committee will abstain from participating in the Audit Committee's review of those Recurrent RPTs in which he/she has any interest.

The Bina Puri Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPTs in a timely and orderly manner. The Audit Committee of Bina Puri Group conducts the review of these procedures and processes on annual basis.

### 4. RATIONALE

The related party transactions envisaged in the Proposal are in the ordinary course of business of the Bina Puri Group and of a recurring nature. The Proposal on an annual renewal basis will dispense with the necessity to convene General Meetings from time to time to seek shareholders' approval when potential recurrent transactions with Related Parties arise. This will result in substantial time and cost savings, without either compromising corporate objectives or affecting business opportunities available to the Group.

The close relationships with the Related Parties will also ensure, *amongst others*, satisfactory delivery of materials and/or services which are market competitive and which will allow the Bina Puri Group to remain competitive in its industry. The strength of the Related Parties in their own industries also benefits the Bina Puri Group, where their extensive marketing networks will provide a stable demand for supply of materials.

In addition, the related party transactions envisaged in the Proposal may, in certain circumstances, preserve the Group's sensitive and/or confidential trade information, where the alternative of dealing with unrelated third parties may increase the risk of such information entering the public domain against the best interests of the Group.

### 5. FINANCIAL EFFECTS

The Proposal will not have any effect on share capital and is not expected to have any material effect on NA and earnings of the Bina Puri Group.

### 6. APPROVAL REQUIRED

The Proposal is subject to approval of the shareholders of the Company at the forthcoming AGM to be convened.

### 7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The interests, direct or indirect of the interested Related Parties (being the Director, Major Shareholders and/or persons connected with a Director or Major Shareholder) in the Proposal and their respective shareholdings in the Company as at 22 March 2010, are summarised as follows:

	No. of ordinary shares of RM1.00 each in the Company				
	Direct	%	Indirect	%	Notes
YB Senator Tan Sri Datuk Tee Hock Seng, JP (Group Managing Director)	14,238,778*	13.65	321,000**	0.32	(1)
Kumpulan Melaka Bhd.	–	–	–	–	(2)

#### **Notes:**

(1) *YB Senator Tan Sri Datuk Tee Hock Seng, JP is a Major Shareholder and a Director of the Company and various subsidiaries in the Bina Puri Group. His interest in the Proposal is via his interests in STT and NHWH, particulars of which appear in Paragraphs 2.4(a) and 2.4(b) above.*

(2) *Kumpulan Melaka Bhd. is a Major Shareholder of KMQ. Its interest in the Proposal is via its interests in KMQ, particulars of which appear in Paragraph 2.4(c) above.*

\* *held under his own name and nominee company*

\*\* *indirect holding through Tee Hock Seng Holdings Sdn. Bhd.*

## **7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS (cont'd)**

The above interested Director, YB Senator Tan Sri Datuk Tee Hock Seng, JP abstained and shall continue to abstain from deliberations of the Board in respect of those recurrent transactions in which he is interested.

The Proposal will be put forth in 2 Ordinary Resolutions at the forthcoming AGM. The interested Director, YB Senator Tan Sri Datuk Tee Hock Seng, JP, interested Major Shareholders (YB Senator Tan Sri Datuk Tee Hock Seng, JP and Kumpulan Melaka Bhd.) and/or persons connected with them will abstain from voting in respect of their respective direct or indirect shareholdings in the Company on the relevant Ordinary Resolutions to approve the Proposal.

The interested Directors and/or interested Major Shareholders have undertaken that they shall ensure that persons connected with them will similarly abstain from so voting in respect of their direct or indirect shareholdings.

Save as disclosed above, none of the other Directors, Major Shareholders and/or persons connected with them (as defined in the Listing Requirements) have any interest, direct or indirect, in the Proposal.

## **8. DIRECTORS' RECOMMENDATION**

The Board (with the exception of the Director as set out in Paragraph 7 above) is of the opinion that the Proposal is in the best interests of the Company and its shareholders and is not to the detriment of minority shareholders. Accordingly, the Directors (with the exception of the Director set out in Paragraph 7 above) recommend that shareholders vote in favour of the Ordinary Resolutions pertaining to the Proposal at the forthcoming AGM.

## **9. ANNUAL GENERAL MEETING**

Notice of the Nineteenth AGM of the Company (with the Proposal duly incorporated as special business in the Agenda) to be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Wednesday, 5 May 2010 at 11.00 a.m. together with the Form of Proxy therefore are enclosed in the Annual Report of the Company for the financial year ended 31 December 2009.

If you are unable to attend and vote in person at the AGM, you are requested to complete, execute and return the Form of Proxy in accordance with the instructions printed therein as soon as possible and in any event, so as to arrive at the Company's Registered Office at Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan, not less than 48 hours before the time set for the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so.

## **10. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully,  
for and on behalf of the Board of Directors of  
**BINA PURI HOLDINGS BHD.**

**KHALID BIN SUFAT**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR**

## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by the directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

### 2. MATERIAL LITIGATION

Save as disclosed below, neither the Company nor any of its subsidiary companies is engaged as at the date of this Circular in any material litigation, arbitration or claims, either as a plaintiff or defendant, and the Board is not aware of any proceedings, pending or threatened or of any fact likely to give rise to such proceedings, which might materially and adversely affect the financial position or business of the Bina Puri Group.

#### **Bina Puri**

Kimpoint Sdn. Bhd. ("Kimpoint") had on 17 September 1999 commenced legal proceedings against Bina Puri in the Shah Alam High Court vide Suit No. MT2-22-1043-99 claiming for the sum of RM8,773,437.50 for alleged breach of an agreement entered into between Kimpoint and Bina Puri. The agreement is in regard to the appointment of Kimpoint to secure a project and a lease over lands owned by the Selangor and Wilayah Chha Yong Fay Choon Kuan Association in consideration of a sum of RM10,000,000. Bina Puri has in turn filed a counter claim against Kimpoint together with its Defence on 11 January 2009 for the return of the sum of RM1,226,562.50 paid to Kimpoint, as Kimpoint had failed to fulfill its obligations under the agreement. Subsequently, Kimpoint had on 8 June 2005 filed an application to amend its Statement of Claim but its application was dismissed by the Senior Assistant Registrar on 18 December 2006. Kimpoint appealed against the Senior Assistant Registrar's decision to the Judge in Chambers. On 14 October, 2009, court allowed the appeal by Kimpoint and case management was fixed on 10 February 2010. However, during the case management the judge directed parties to try to amicably settle the matter and representatives from both parties are to appear before her on 25 March 2010. On 25 March 2010, the judge again directed the parties to resolve the case amicably and the merits of the claims were highlighted to the parties. The judge fixed 14 April 2010 for the parties to appear again before her to either resolve the matter amicably or to proceed with trial.

Bina Puri's solicitors are of the opinion that Bina Puri has a fair chance of defending the suit.

### 3. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor any of its subsidiary companies has entered into any material contracts, not being contracts entered into in the ordinary course of business, during the two (2) years immediately preceding the date of this Circular.

### 4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal working hours (except public holidays) at the Registered Office of the Company at Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan, from the date of this Circular up to and including the date of the forthcoming AGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the audited consolidated accounts of the Bina Puri Group for the past 2 financial years ended 31 December 2008 and 31 December 2009;
- (c) the relevant cause papers in respect of material litigation referred to in Paragraph 2 above.