

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF BINA PURI HOLDINGS BHD. ("BINA PURI" OR "THE COMPANY") WILL BE HELD AT GROUND FLOOR, WISMA BINA PURI, 88, JALAN BUKIT IDAMAN 8/1, BUKIT IDAMAN, 68100 SELAYANG, SELANGOR DARUL EHSAN ON THURSDAY, 5TH DECEMBER, 2019 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

- To receive the Audited Accounts for the period from 1 January 2018 to 30 June 2019 (Refer to Explanatory Notes i) (18 months) and the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association.

(a) Ir Ghazali Bin Bujang	Ordinary Resolution 1
(b) Mr Mohd Najib Bin Abdul Aziz	Ordinary Resolution 2
- To re-elect the following Director who retire pursuant to Article 87 of the Company's Articles of Association:

(a) Dato' Leong Sir Ley	Ordinary Resolution 3
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- To approve the payment of Director's fees up to an amount of RM281,000 for the period from 1 January 2019 until 31 December 2019. **Ordinary Resolution 4**
- To approve the payment of Director's fees up to an amount of RM276,000 for the period from 1 January 2020 until the next Annual General Meeting. **Ordinary Resolution 5**
- To re-appoint Messrs. RSL PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 6**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

"THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to Shareholders of the Company dated 31 October 2019 which are necessary for their day-to-day operations with:

- Sea Travel and Tours Sdn. Bhd.
- Kumpulan Melaka Bhd.
- Ideal Heights Properties Sdn. Bhd.
- Dimara Holdings Sdn. Bhd.

Ordinary Resolution 7
Ordinary Resolution 8
Ordinary Resolution 9
Ordinary Resolution 10

Subject further to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- appropriate disclosure is made in the annual report in accordance with Paragraph 31.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - the conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
 - the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 - revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions."

8. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum of the total number of issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue."

Ordinary Resolution 11

9. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")

"THAT subject to the Companies Act, 2016, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares ("Proposed Share Buy-back") in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part the shares so purchased and/or to retain all or part the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder; AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:

Ordinary Resolution 12

- the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting whichever is the earliest."

10. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")

"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and in place thereof, the new Constitution of the Company as set out in Appendix 1 to this Notice be and is hereby adopted as the Constitution of the Company with immediate effect; AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things that are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption."

Special Resolution 13

- To transact any other business of which due notice shall have been given.

NOTES:

- A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- In the event the Member duly executes the Form of Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his proxy.
- A Member of the Company who is entitled to attend and vote at a meeting of the Company or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the Meeting.
- Where a Member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- To be valid the proxy form duly completed must be deposited at the Share Registrar's office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- Only members whose names appear in the Record of Depositors as at 26 November 2019 shall be eligible to attend the Twenty-Eighth Annual General Meeting or appointed proxy(ies) to attend and vote on his behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- Agenda on Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act, 2016 does not require a formal approval of shareholders, and hence the matter will not be put forward for voting.
- Ordinary Resolution 1 & 2 – Re-election of Directors**

Ir Ghazali Bin Bujang and Mr Mohd Najib Bin Abdul Aziz are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Annual General Meeting.
- Ordinary Resolution 3**

Dato' Leong Sir Ley (her alternate, Mr See Tai Soon) standing for re-election as Directors of the Company and being eligible, has offered herself for re-election at this Annual General Meeting.
- Ordinary Resolution 4 – Directors' fee for year 2019**

The payment of Directors' fees for the financial period ended 1 January 2019 to 31 December 2019.
- Ordinary Resolution 5 – Directors' fee for year 2020**

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. This resolution is to facilitate payment of Directors' fees for the current financial year basis. In the event the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- Ordinary Resolutions 7 to 10 – Proposed renewal of shareholders' mandate for recurrent related party transactions**

The ordinary resolutions 7, 8, 9 and 10 if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in paragraph 2.5 of the Circular to Shareholders on recurrent related party transactions dated 31 October 2019, which is despatched with the Annual Report 2018-2019.
- Ordinary Resolution 11 – Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**

The proposed Resolution 11 in item 8 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate in order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares funding current and/or future projects, working capital and/or acquisitions.
- Ordinary Resolution 12 – Proposed Renewal of Share Buy Back Authority**

The proposed Resolution 12 in item 9 is to empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. Please refer to the Share Buy Back Statement dated 31 October 2019, which is dispatched together with the Company's Annual Report 2018-2019.
- Special Resolution 13 – Proposed Adoption of New Constitution**

The proposed Special Resolution in item 10, if passed, will align with the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements. The proposed Adoption is set out in Appendix 1 of the Circular to Shareholders dated 31 October 2019, which is dispatched together with the Company's Annual Report 2018-2019.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

- Directors who retire by rotation and standing for re-election pursuant to Article 80 of the Articles of Association of the Company:
 - Ir Ghazali Bin Bujang
 - Mr Mohd Najib Bin Abdul Aziz

The profile of Ir Ghazali Bin Bujang and Mr Mohd Najib Bin Abdul Aziz, who are standing for re-election, is set out in the Profile of Directors appearing on page 15 and 16 of this Annual Report.
- Directors who retire by rotation and standing for re-election pursuant to Article 87 of the Articles of Association of the Company:
 - Dato' Leong Sir Ley

There were six (6) Board of Directors' Meeting held during the period from 1 January 2018 to 30 June 2019 (18 months). The details of the attendance of the Directors are shown in page 56 of the Annual Report.
- General Mandate for issue of securities pursuant to Section 75 & 76 of the Companies Act 2016.

The Company has obtained the mandate for issue of shares from the shareholders at the last AGM held on 28 June 2018 ("The Previous Mandate").

By Order of the Board

TAN KOK AUN (MACS 01564)
NIP CHEE SIEN (MAICSA 7066996)
Company Secretaries

Kuala Lumpur
31 October 2019