

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWENTY-NINTH ANNUAL GENERAL MEETING OF BINA PURI HOLDINGS BHD. (COMPANY NO. 199001015515 (207184-X)) (“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 ON MONDAY, 7 DECEMBER 2020 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the year ended 30 June 2020 together with the Reports of Directors’ and Auditors’ thereon. | (Refer to Explanatory Note i) |
| 2. To re-elect the following directors who retire pursuant to Clause 87 of the Company’s Constitution: | |
| a) Tan Sri Datuk Tee Hock Seng, JP | Ordinary Resolution 1 |
| b) Dr. Tan Cheng Kiat | Ordinary Resolution 2 |
| 3. To approve the payment of Directors’ fees of up to an amount of RM300,000 for the period from 8 December 2020 until the next Annual General Meeting. | Ordinary Resolution 3 |
| 4. To consider, and if thought fit, to pass the following resolution:
“THAT Messrs UHY be appointed as Auditors of the Company in place of the retiring Auditors, Messrs. RSL PLT and to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors at a later date.” | Ordinary Resolution 4
(Refer to Explanatory Note iv) |

SPECIAL BUSINESS

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

5. 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 2.4 of the Circular to Shareholders of the Company dated 30 October 2020 which are necessary for their day-to-day operations with:

- (a) Sea Travel and Tours Sdn. Bhd.
- (b) Kumpulan Melaka Bhd.
- (c) Ideal Heights Properties Sdn. Bhd.
- (d) Dimara Holdings Sdn. Bhd.

Subject further to the following:

- (a) 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;
- (b) appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 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 the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - i. 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);
 - ii. 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
 - iii. revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- (c) 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.”

**Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7
Ordinary Resolution 8**

6. 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 9

7. 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:

- i. 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
- ii. the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii. revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting whichever is the earliest.”

Ordinary Resolution 10

8. To transact any other business for which due notice shall have been given.

By Order of the Board

TAN KOK AUN (SSM PC No. 201908003805) (MACS 01564)

NIP CHEE SIEN (SSM PC No. 202008003954) (MAICSA 7066996)

Company Secretaries

Kuala Lumpur, 30 October 2020

NOTES:

1. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such Member, and where a Member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy but not more than two (2) proxies to attend and vote instead of him at the same meeting who shall represent all the shares held by such Member
2. Where the Member of the Company appoints more than one (1) proxy but not more than two (2) proxies, the Member shall specify the proportion of his shareholdings to be represented by each proxy.
3. A proxy need not be a member of the Company.
4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be completed and deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll). Individual shareholders can also have the option to submit the proxy appointment electronically via TIIH online at website <https://tiih.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
7. Only members whose names appear in the Record of Depositors as at 26 November 2020 shall be eligible to attend the Twenty-Ninth Annual General Meeting or appointed proxy(ies) to attend and vote on his behalf.
8. All the resolutions set out in this Notice of Twenty-Ninth Annual General Meeting shall be put to vote by poll.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- i. 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.
- ii. Ordinary Resolution 1 and 2 – Re-election of Directors
Tan Sri Datuk Tee Hock Seng, JP and Dr. Tan Cheng Kiat are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Annual General Meeting.
- iii. Ordinary Resolution 3 - Directors’ fees for the period from 8 December 2020 until next Annual General Meeting
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 Annual General Meeting for the shortfall.

- iv. Ordinary Resolution 4 - To appoint Messrs. UHY as auditor and to authorise the Directors to fix their remuneration
The retiring Auditors Messrs. RSL PLT has indicated that they do not seek for re-election at the Twenty-Ninth Annual General Meeting. In this regard, Datuk Matthew Tee Kai Woon, a shareholder of the Company has nominated Messrs. UHY as Auditors of the Company pursuant to Section 271(4) of the Companies Act 2016. Messrs. UHY has given their consent to act as Auditors of the Company.
[A copy of Notice of Nomination from Datuk Matthew Tee Kai Woon marked as “Appendix A” attached in the Company’s Annual Report 2020].
[A copy of Consent Letter from Messrs. UHY marked as “Appendix B” attached in the Company’s Annual Report 2020].

EXPLANATORY NOTES ON SPECIAL BUSINESS

- v. Ordinary Resolutions 5 to 8 – Proposed renewal of shareholders’ mandate for recurrent related party transactions
The ordinary resolutions 5, 6, 7 and 8 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 30 October 2020, which is available for download at <http://www.binapuri.com.my>
- vi. Ordinary Resolution 9 - Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016
The proposed Resolution 9 in item 6 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.
- vii. Ordinary Resolution 10 - Proposed Renewal of Share Buy Back Authority
The proposed Resolution 10 in item 7 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 30 October 2020, which is available for download at <http://www.binapuri.com.my>

IMPORTANT NOTICE:

The Company will monitor the COVID-19 situation and may adopt further procedures and measures at the Twenty-Ninth Annual General Meeting day to ensure the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities to curb the spread of COVID-19 are abided by.

The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimize any risk to the Twenty-Ninth Annual General Meeting. Any update on the Twenty-Ninth Annual General Meeting will be announced on the Bursa Malaysia Securities Berhad (“Bursa”) and the shareholders are advised to check the Company’s announcement(s) made via Bursa regularly.