



## BinaPuri Holdings Bhd

199001015515 (207184-X)  
(Incorporated in Malaysia)

# Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Bina Puri Holdings Bhd (“**Bina Puri**” or the “**Company**”) will be held on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 7 April 2021 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions by way of poll:-

### **ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION OF 2,022,593 ORDINARY SHARES IN IDEAL HEIGHTS PROPERTIES SDN BHD (“IHP”), REPRESENTING 44.50% EQUITY INTEREST IN IHP, BY BINA PURI PROPERTIES SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF BINA PURI) (“BINA PURI PROPERTIES”) FOR A TOTAL PURCHASE CONSIDERATION OF RM26,938,000 TO BE SATISFIED IN CASH AND ISSUANCE OF NEW ORDINARY SHARES IN BINA PURI (“PROPOSED ACQUISITION”)**

**“THAT** subject to the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to the Company to acquire, via Bina Puri Properties, 2,022,593 ordinary shares in IHP representing 44.50% equity interest in IHP for a total purchase consideration of RM26,938,000 subject to the terms and conditions of the share purchase agreement dated 22 January 2021 (“**SPA**”) entered into between Bina Puri, Bina Puri Properties Sdn Bhd and the following parties:

- (i) Tan Sri Datuk Tee Hock Seng, JP;
- (ii) Dr. Tan Cheng Kiat;
- (iii) Datuk Matthew Tee Kai Woon;
- (iv) Tee Kai Soon; and
- (v) Datuk Tee Hock Hin.

(i), (ii), (iii), (iv) and (v) above are collectively referred to as the “**Vendors**”;

**THAT** the purchase consideration for the Proposed Acquisition of RM26,938,000 shall be satisfied via the issuance of 280,000,000 new ordinary shares in Bina Puri (“**Bina Puri Shares**”) (“**Consideration Shares**”) at an issue price of RM0.085 per Consideration Share and RM3,138,000 in cash;

**THAT** pursuant to the terms and conditions of the SPA, approval and authority be and is hereby given to the Company to allot and issue the Consideration Shares to the Vendors in their respective proportion;

**THAT** the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued Bina Puri Shares, save and except that the holders of such Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of Bina Puri, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares;

**AND THAT** the Board of Directors of the Company (“**Board**” or “**Directors**”) be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

### **ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 260,523,000 NEW ORDINARY SHARES IN BINA PURI (“SHARES”) (“PLACEMENT SHARES”), REPRESENTING 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF BINA PURI, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

**“THAT** subject to the approval of all the relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board to allot and issue up to 260,523,000 Placement Shares, representing 30% of the existing total number of issued shares of the Company, by way of private placement to independent third-party investor(s) to be identified later in 1 or more 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 to the shareholders of the Company (“**Shareholders**”) dated 23 March 2021 (“**Circular**”);

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner 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 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** the 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 dividends, rights, allotments and/or other distributions 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 such Placement Shares;

**THAT** the Directors be and are 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 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;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to and in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

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  
23 March 2021

### **NOTES:**

1. 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.
2. If the appointor is a corporation, this form must be executed under its common seal or under the hand of its attorney.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. To be valid the proxy form duly completed must be deposited at the office of the Share Registrar 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 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 for holding the meeting or any adjournment thereof. Alternatively, the proxy appointment can be lodged electronically via **TIIH Online** at <https://tiih.online> before the proxy form lodgement cut-off time as mentioned above.
9. Only members whose names appear in the Record of Depositors as at 31 March 2021 shall be eligible to attend or appoint proxy(ies) to attend and vote on his behalf.