

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FIRST ANNUAL GENERAL MEETING ("31ST AGM") OF BINA PURI HOLDINGS BHD. [COMPANY NO. 199001015515 (207184-X)] ("BINA PURI" OR "THE COMPANY") WILL BE CONDUCTED ON A FULLY VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND ELECTRONIC VOTING VIA ONLINE MEETING PLATFORM AT TIH ONLINE WEBSITE AT [HTTPS://TIH.ONLINE](https://tjh.online) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.; BROADCAST LIVE FROM 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 MONDAY, 5 DECEMBER 2022 AT 11:00 A.M., OR AT ANY ADJOURNMENT THEREOF (AS THE CASE MAY BE), FOR THE PURPOSE OF CONSIDERING AND, IF THOUGHT FIT, PASSING THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS:-

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 30 June 2022 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. Ir. Ghazali Bin Bujang **Ordinary Resolution 1**
 - b. Mr. Mohd Najib Bin Abdul Aziz **Ordinary Resolution 2**
3. To approve the payment of Directors' fees of up to RM300,000 for the period from 5 December 2022 until the next Annual General Meeting. **Ordinary Resolution 3**
4. To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 4**

Special Business

5. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR

- "THAT approval be and is hereby given to the following Directors who has served as Independent Directors of the Company for a cumulative term of more than nine years, to continue to act as Independent Director.
- a. Tan Sri Dato' Wong Foon Meng **Ordinary Resolution 5**
 - b. Ir. Ghazali Bin Bujang **Ordinary Resolution 6**
 - c. Mr. Mohd Najib Bin Abdul Aziz **Ordinary Resolution 7**

6. 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 Shareholder of the Company dated 31 October 2022 which are necessary for their day-to-day operations with:

- a. Sea Travel and Tours Sdn Bhd **Ordinary Resolution 8**
- b. Kumpulan Melaka Bhd **Ordinary Resolution 9**
- c. Dimara Holdings Sdn Bhd **Ordinary Resolution 10**

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 by 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."

7. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 **Ordinary Resolution 11**

"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 (10%) 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."

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK") **Ordinary Resolution 12**

"THAT subject to the Companies Act, 2016, the provisions of the Company's Constitution, 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. revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting whichever is the earliest."

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

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 TIH online at website <https://tjh.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 28 November 2022 shall be eligible to attend the Thirty-First Annual General Meeting or appointed proxy(ies) to attend and vote on his behalf.
8. All the resolutions set out in this Notice of Thirty-First 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

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 Thirty-First Annual General Meeting.

iii. Ordinary Resolution 3 - Directors' fees for the period from 5 December 2022 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 5, 6 and 7 – The proposed Resolution 5,6 and 7 is to seek shareholders' approval to retain the following Directors as Independent Directors.

- a. Tan Sri Dato' Wong Foon Meng, who has served as Independent Director since April 2013;
- b. Ir. Ghazali Bin Bujang, who has served as Independent Director since May 2013;
- c. Mr. Mohd Najib Bin Abdul Aziz, who has served as Independent Director since May 2013;

The Board has assessed the independence of the abovementioned Directors and recommended that they continue to act as Independent Directors of the Company based on the following jurisdiction:

- They fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements.
- They have over time, developed increase insight in the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole.
- They do not have any conflict of interest as throughout their tenure of office as Independent Directors of the Company, they have not entered into and are not expected to entered into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
- They remain objective and independent in expressing their views and participated in active deliberations and decision making process of the Board and Board Committees in which they are a member. Their length of service on the Board and Board Committees do not in any way interfere with their exercise of independent judgement and ability to act in the best interest of the Company.

EXPLANATORY NOTES ON ORDINARY BUSINESS

v. Ordinary Resolutions 8 to 10 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

The ordinary resolutions 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 2.4 of the Circular to Shareholders on recurrent related party transactions dated 31 October 2022, which is available for download at <http://www.binapuri.com.my>.

vi. 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 7 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 12 - Proposed Renewal of Share Buy Back Authority

The proposed Resolution 12 in item 8 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 2022, which is available for download at <http://www.binapuri.com.my>.

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,

31 October 2022