

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Second Annual General Meeting (“**32<sup>nd</sup> AGM**”) of the Company will be conducted on a fully virtual basis and entirely via remote participation and electronic voting via online meeting platform at tiih online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. from 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 Tuesday, 12 December 2023 at 11.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note to Ordinary Business**
2. To re-elect the following Directors who retire pursuant to Clause 87 of the Company’s Constitution:
  - a. Dr. Tan Cheng Kiat **Ordinary Resolution 1**
  - b. Tan Sri Datuk Tee Hock Seng, JP **Ordinary Resolution 2**
3. To re-elect the following Directors who retire pursuant to Clause 94 of the Company’s Constitution:
  - a. Datuk Amar Jaul Anak Samion **Ordinary Resolution 3**
  - b. Ir Azman Bin Bujang **Ordinary Resolution 4**
  - c. Lee Hui Zien **Ordinary Resolution 5**
  - d. Chai Chan Tong **Ordinary Resolution 6**
  - e. Ooi Hee Kah **Ordinary Resolution 7**
  - f. Chee Su Kyun **Ordinary Resolution 8**
4. To approve the payment of Directors’ fees up to RM550,000 from 32<sup>nd</sup> AGM up to the conclusion of the 33<sup>rd</sup> Annual General Meeting (“**AGM**”). **Ordinary Resolution 9**
5. To re-appoint Messrs UHY as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. **Ordinary Resolution 10**

## AS SPECIAL BUSINESS

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

6. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 **Ordinary Resolution 11**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“**the Act**”) and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

## Notice of Annual General Meeting (cont'd)

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 55 of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company."

7. **Proposed Renewal of Authority for the Company to Purchase its own Shares ("Proposed Ordinary Resolution 12 Renewal of Share Buy-Back Authority")**

"THAT subject to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i) the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

**BINA PURI HOLDINGS BHD**

199001015515 (207184-X)  
(Incorporated in Malaysia)

**Notice of Annual General Meeting (cont'd)**

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

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)

ANG WEE MIN (MAICSA 7076022) (SSM PC No. 202208000334)

Company Secretaries

Kuala Lumpur

Dated: 31 October 2023

**Notes:**

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 32<sup>nd</sup> AGM in person at the Broadcast Venue on the day of the meeting.
- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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://tiah.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.
- If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the 32<sup>nd</sup> AGM by yourself, please contact the Company's Share Registrar to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Only members whose names appear in the Record of Depositors as at 5 December 2023 shall be eligible to attend the 32<sup>nd</sup> AGM or appointed proxy(ies) to attend and vote on his/her behalf.
- All the resolutions set out in this Notice of 32<sup>nd</sup> AGM shall be put to vote by poll.

## Notice of Annual General Meeting (cont'd)

### **Explanatory Notes to Ordinary Business:**

#### **1. Agenda Item 1 – Audited Financial Statements for the financial year ended 30 June 2023**

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a former approval from shareholders. Hence, this item will not be put forward for voting.

#### **2. Ordinary Resolutions 1 to 8 – Re-election of Directors who retire pursuant to Clause 87 and Clause 94 of the Company's Constitution**

The following Directors who are standing for re-election as Directors of the Company pursuant to the Company's Constitution at the 32<sup>nd</sup> AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:-

- a. Dr. Tan Cheng Kiat (Clause 87)
- b. Tan Sri Datuk Tee Hock Seng, JP (Clause 87)
- c. Datuk Amar Jaul Anak Samion (Clause 94)
- d. Ir Azman Bin Bujang (Clause 94)
- e. Lee Hui Zien (Clause 94)
- f. Chai Chan Tong (Clause 94)
- g. Ooi Hee Kah (Clause 94)
- h. Chee Su Kyun (Clause 94)

(collectively referred to as "Retiring Directors")

The Board of Directors through the Nominating Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

#### **3. Ordinary Resolution 9 – Payment of Directors' Fees**

Pursuant to Section 230(1) of the Companies Act 2016, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries 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 Directors' fees proposed is insufficient (e.g. due to the enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

### **Explanatory Notes to Special Business:**

#### **4. Ordinary Resolution 11 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 11 if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/ or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

## Notice of Annual General Meeting (cont'd)

The general mandate granted to the Directors at the 31<sup>st</sup> AGM held on 5 December 2022 was not utilised and accordingly no proceeds were raised.

Pursuant to Section 85 of the Act read together with Clause 55 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Act provides as follows:

“85. Pre-emptive rights to new shares

(1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

Clause 55 of the Constitution of the Company provides as follows:

“55. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities, shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares of securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.”

The proposed Ordinary Resolution 11, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

### 5. **Ordinary Resolution 12 – Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 12 is a renewal generate mandate and if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Statement to Shareholders dated 31 October 2023.