

THIS CIRCULAR TO SHAREHOLDERS OF KIM HIN JOO (MALAYSIA) BERHAD (“KHJ” OR THE “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has conducted a limited review of this Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



KIM HIN JOO (MALAYSIA) BERHAD

(Registration No.: 197801000642 (37655-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE:-

- (I) PROPOSED SHAREHOLDERS’ RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (II) PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

(COLLECTIVELY THE “PROPOSALS”)

The 39th Annual General Meeting (“**AGM**”) of the Company will be conducted FULLY VIRTUAL through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities vide the meeting platform at <https://web.lumiagm.com/> from the Broadcast Venue at TR12-R01 & TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 29 July 2020 at 2.30 p.m.

The Notice of the Company’s 39th AGM and Proxy Form are enclosed in the Annual Report 2019 of the Company, and are available on the Company’s website at www.khj-my.com.

A member entitled to participate and vote at the AGM is entitled to appoint a proxy or proxies to participate and vote on his/her behalf. In such event, please complete and return the Proxy Form in accordance with the instructions therein as soon as possible and shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof at which the person named in the Proxy Form proposes to vote, and in default the Proxy Form shall not be treated as valid. The lodging of the Proxy Form will not preclude you from participating and voting in person at the AGM should you subsequently wish to do so.

Alternatively, members may deposit the Proxy Form by electronic means directly at <https://boardroomlimited.my> not less than forty-eight (48) hours before the AGM. For further information on the electronic submission of the proxy form and participation at the AGM, kindly refer to the Administrative Guide.

Last date and time for lodging the Proxy Form : Monday, 27 July 2020, at 2.30 p.m.

Date and time of the AGM : Wednesday, 29 July 2020, at 2.30 p.m.

This Circular is dated 30 June 2020

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board”	: The Board of Directors of KHJ
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Circular”	: This circular to shareholders of KHJ dated 30 June 2020
“Director(s)”	: The director(s) of KHJ and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and Section 2(1) of the Act
“FYE”	: Financial year ended/ending, as the case may be
“KHJ” or the “Company”	: Kim Hin Joo (Malaysia) Berhad (Registration No.: 197801000642 (37655-U))
“KHJ Group” or the “Group”	: KHJ and its subsidiary companies, collectively
“KHJ Share(s)” or “Share(s)”	: Ordinary share(s) in KHJ
“Listing Date”	: 8 July 2019, the date KHJ was admitted to the Official List of Bursa Securities
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 31 May 2020, being the latest practicable date prior to the printing and despatch of this Circular
“Mandate Period”	: The period during which the Recurrent Related Party Transactions are to be entered into for which the Proposed Shareholders’ Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed Shareholders’ Mandate during the forthcoming AGM until:- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier
“Proposals”	: Collectively, the Proposed Shareholders’ Ratification and Proposed Shareholders’ Mandate

DEFINITIONS (Cont'd)

“Proposed Shareholders’ Mandate”	:	Proposed shareholders’ mandate for KHJ Group to enter into Recurrent Related Party Transactions during the Mandate Period
“Proposed Shareholders’ Ratification”	:	Proposed ratification from the shareholders of the Company for the period commencing from the Listing Date to the date of the 39th AGM (being the Ratification Period)
“Ratification Period”	:	Period during which the Recurrent Related Party Transactions were entered into for which the Proposed Shareholders’ Ratification is sought. This period shall commence from the Listing Date to the date of the 39th AGM
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	:	Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of the KHJ Group
Related Party(ies)	:	Director(s), major shareholder(s) and/or person(s) connected with such Director(s) or major shareholder(s) as defined under Rule 1.01 of the Listing Requirements
“UOBKH”	:	UOB Kay Hian Securities (M) Sdn Bhd (Registration No. 199001003423 (194990-K))

All references to “we”, “us”, “our” and “ourselves” are to KHJ or KHJ Group. All references to “you” in this Circular are to the shareholders of KHJ.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that KHJ’s plans and objectives will be achieved.

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KIM HIN JOO (MALAYSIA) BERHAD

(Registration No.: 197801000642 (37655-U))
(Incorporated in Malaysia)

Registered office

Wisma Pang Cheng Yean
Lot 5205C, Jalan Perindustrian Balakong Jaya 1/3
Kawasan Perindustrian Balakong Jaya
43300 Seri Kembangan
Selangor Darul Ehsan

30 June 2020

Board of Directors

Pang Kim Hin	<i>(Non-Independent Non-Executive Chairman)</i>
Pang Shu Ming	<i>(Managing Director)</i>
Goh Poh Teng	<i>(Executive Director)</i>
Pang Fu Wei	<i>(Non-Independent Non-Executive Director)</i>
Chew Soo Lin	<i>(Senior Independent Non-Executive Director)</i>
Yen Se-Hua Stewart	<i>(Independent Non-Executive Director)</i>
Kor Yann Ning	<i>(Independent Non-Executive Director)</i>
Hew Moh Yung	<i>(Independent Non-Executive Director)</i>

To: The shareholders of KHJ

Dear Sir/ Madam,

(I) PROPOSED SHAREHOLDERS' RATIFICATION; AND

(II) PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

Bursa Securities had via its letters dated 26 August 2019 and 5 June 2020 granted KHJ an extension of time to obtain shareholders' ratification and shareholders' mandate for the RRPT(s) entered into by KHJ Group with Related Parties since the Listing Date up to the date of KHJ's forthcoming 39th AGM.

On 27 February 2020, the Board announced that the Company proposed to seek the shareholders' approval on the following:-

- (i) proposed shareholders' ratification for RRPTs which the Group had entered into since the Listing Date up to the date of the 39th AGM; and
- (ii) proposed shareholders' mandate for RRPTs of a revenue or trading nature.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS, TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT KHJ'S FORTHCOMING 39TH AGM. THE NOTICE OF THE 39TH AGM AND PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2019 OF THE COMPANY.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE 39TH AGM.

2. DETAILS OF THE PROPOSALS

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed corporation may seek a mandate from its shareholders for RRPTs subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal or more than the prescribed threshold as set out in Rule 10.09(1) of the Listing Requirements whereby:-

“in relation to a listed corporation with a share capital of RM60 million and above:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher; or

in relation to a listed corporation with a share capital which is less than RM60 million:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the lower”;

- (c) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain a shareholder mandate, the relevant related party must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements; and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

KHJ Group had, in its ordinary course of business, entered into certain RRPTs and it is anticipated that the companies within KHJ Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in **Section 2.4** of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek its shareholders' approval for the Proposed Shareholders' Ratification on those RRPTs entered into by KHJ Group during the Ratification Period, as well as for the Proposed Shareholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

These RRPT(s), which are necessary for the day-to-day operations of KHJ Group, have been/will be entered into at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of KHJ's minority shareholders.

2.2 Validity period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal of the shareholders' mandate at each subsequent AGM of the Company.

2.3 Principal activities of the KHJ Group

KHJ is principally involved in the retailing of maternity and children's wear and products. The principal activities of its subsidiaries involved in the RRPTs are as follows:-

Name of companies	Effective equity interest held (%)	Principal activities
Global Product Solutions Sdn Bhd ("Global Product")	100.0	Distribution of maternity and children's products
Global Retail Network Sdn Bhd ("Global Retail")	100.0	Production, distribution and retail of baby, children and maternity products
Queemay Toys (Malaysia) Sdn Bhd (formerly known as Eldercare Solutions Sdn Bhd) ("Queemay Toys")	100.0	Retailing, trading, distribution and e-commerce of toys

2.4 Class of Related Parties and nature and details of the RRPTs

The nature and details of the RRPTs entered and/or to be entered into by the Group and the class of Related Parties under the Proposals are as follows:-

(a) Class of Related Parties

No.	Transacting Related Parties		Interested directors/major shareholders in Related Parties	Nature of relationship	Shareholdings in the Related Parties	
	Provider	Recipient			Direct (%)	Indirect (%)
(i)	Cheng Yean Properties Sdn Bhd ("Cheng Yean")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming	Pang Kim Hin is a director and substantial shareholder of Cheng Yean Pang Shu Ming is a director of Cheng Yean	90.0	-
(ii)	Kim Hin International Pte Ltd ("KHI")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming (c) Pang Fu Wei	(a) Pang Kim Hin is a director and substantial shareholder of KHI (b) Pang Shu Ming is a director of KHI (c) Pang Fu Wei is a director of KHI	77.6	(1)22.4
(iii)	Mothercare Sg Pte Ltd ("Mothercare Sg")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming (c) Pang Fu Wei (d) KHI	(a) Pang Kim Hin is a director and substantial shareholder of Mothercare Sg (b) Pang Shu Ming is a director of Mothercare Sg (c) Pang Fu Wei is a director of Mothercare Sg (d) KHI is a major shareholder of KHJ, as well as the holding company of Mothercare Sg	-	(2)100.0
(iv)	Global Outsourcing Solutions Pte Ltd ("Global Outsourcing")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming (c) Pang Fu Wei (d) KHI	(a) Pang Kim Hin is a director and substantial shareholder of Global Outsourcing (b) Pang Shu Ming is the Managing Director of Global Outsourcing (c) Pang Fu Wei is a director of Global Outsourcing (d) KHI is a major shareholder of KHJ, as well as the holding company of Global Outsourcing	-	(2)100.0
(v)	Trade Solutions Ltd ("Trade Solutions")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming (c) Pang Fu Wei (d) KHI	(a) Pang Kim Hin is a director and substantial shareholder of Trade Solutions (b) Pang Shu Ming is a director of Trade Solutions (c) Pang Fu Wei is a director of Trade Solutions (d) KHI is a major shareholder of KHJ, as well as the holding company of Trade Solutions	-	(2)100.0

No.	Transacting Related Parties		Interested directors/major shareholders in Related Parties	Nature of relationship	Shareholdings in the Related Parties	
	Provider	Recipient			Direct (%)	Indirect (%)
(vi)	Kim Hin Innovation Pte Ltd ("KHIL")	KHJ Group	(a) Pang Kim Hin (b) Pang Shu Ming (c) Pang Fu Wei (d) KHI	(a) Pang Kim Hin is a director and substantial shareholder of KHIL (b) Pang Shu Ming is a director of KHIL (c) Pang Fu Wei is a director of KHIL (d) KHI is a major shareholder of KHJ, as well as the holding company of KHIL	-	(2)100.0

Notes:-

(1) Deemed interested by virtue of his spouse's shareholdings as well as his shareholdings held through Queemay Holdings Pte Ltd pursuant to Section 8 of the Act.

(2) Deemed interested by virtue of his shareholdings held through KHI pursuant to Section 8 of the Act.

(b) Nature and details of the RRPTs

No.	Provider	Recipient(s)	Nature of transactions	Proposed Shareholders' Ratification			Proposed Shareholders' Mandate
				Estimated value from the Listing Date up to the forthcoming AGM (RM)	Actual value from the Listing Date up to the LPD (RM)	^Estimated value to be transacted from the LPD up to the forthcoming AGM (RM)	
1.	Payment of rental⁽¹⁾						
(i)	Cheng Yearn	- KHJ - Global Product - Global Retail - Queemay Toys	Payment of rental by KHJ to Cheng Yearn for the tenancy of KHJ's headquarters and warehouses Payment of rental by Global Product to Cheng Yearn for the tenancy of Global Product's headquarters and warehouses Payment of rental by Global Retail to Cheng Yearn for the tenancy of Global Retail's headquarters and warehouses Payment of rental by Queemay Toys to Cheng Yearn for the tenancy of Queemay Toys' headquarters and warehouses	577,419	477,419	100,000	550,000
				485,871	418,871	67,000	368,500
				72,684	46,484	26,200	144,100
				18,865	12,065	6,800	37,400

No.	Transacting Related Parties		Recipient(s)	Nature of transactions	Proposed Shareholders' Ratification			Proposed Shareholders' Mandate
	Provider				Estimated value from the Listing Date up to the forthcoming AGM (RM)	Actual value from the Listing Date up to the LPD to the LPD (RM)	^Estimated value to be transacted from the LPD up to the forthcoming AGM (RM)	
2.	Payment of corporate management fees							
(i)	KHI	Global Product	Global Product	Payment of corporate management fees for management and support services relating to the following:- <ul style="list-style-type: none"> - strategic planning, formulation of business strategies, business development and overall management and supervision of Global Product's operations - support services relating to, amongst others, assistance in respect of marketing, IT and other administrative functions 	217,635	178,169	39,466	200,000
(ii)	Mothercare Sg		KHJ	Payment of corporate management fees for management and support services relating to digital marketing and customer service, as well as the usage of website and e-commerce IT systems.	277,748	228,099	49,649	250,000
(iii)	KHIL		KHJ Group	Payment of corporate management fees of 15% of the purchases of Snapkis, Mirmosa, NSE (Never Stop Exploring), Loveamme and Purest Organics, being housebrands development and owned by KHIL, and for brand management, product development and marketing of these housebrands	247,799	247,799	-	(2)-

No.	Transacting Related Parties		Nature of transactions	Proposed Shareholders' Ratification			Proposed Shareholders' Mandate
	Provider	Recipient(s)		Estimated value from the Listing Date up to the forthcoming AGM (RM)	Actual value from the Listing Date up to the LPD to the LPD (RM)	^Estimated value to be transacted from the LPD up to the forthcoming AGM (RM)	
3.	Purchase of products						
(i)	KHI group of companies ⁽³⁾	KHJ Group	Purchase of products, comprising mainly Home & Travel ⁽⁴⁾ products	2,930,657	2,079,453	851,204	5,991,000
4.	Sale of products						
(i)	KHJ Group	KHI group of companies ⁽³⁾	Sale of products, comprising mainly Home & Travel ⁽⁴⁾ products	1,843,150	750,070	1,093,080	1,700,000

Notes:-

^ The estimated values are based on management's estimates, which takes into account, amongst others, the transacted amount for the FYE 31 December 2019 and the forecasted values for the FYE 31 December 2020. The estimated values may vary and are subject to changes.

(1) The tenancy period of the rental is not more than 3 years, and the rental is payable on monthly basis. The respective size and location of the rental premises are set out as follows:-

Company	Size of premises (sq ft)	Location of premises
KHJ	29,332.00	Wisma Pang Cheng Yean, Lot 5205C, Jalan Perindustrian Balakong Jaya 1/3 Kawasan Perindustrian Balakong Jaya 43300 Seri Kembangan Selangor Darul Ehsan

Company	Size of premises (sq ft)	Location of premises
Global Product	19,675.34	Wisma Choo Peck Lian*
Global Retail	7,670.30	Lot 5205B, Jalan Perindustrian Balakong Jaya 1/3
Queemay Toys	1,986.36	Kawasan Perindustrian Balakong Jaya 43300 Seri Kembangan Selangor Darul Ehsan (*Global Product, Global Retail and Queemay Toys are all located within the same premises)

- (2) The corporate management services agreement with KHIL expired on 31 December 2019.
- (3) KHI group of companies that KHJ Group purchases/sells products from/to comprise KHI, KHIL, Mothercare Sg, Global Outsource and Trade Solutions. These purchases/sales of products are carried out on adhoc basis in circumstances where there are shortages of inventories and/or supply of certain brands, or when large orders were required to be fulfilled by our Group or the KHI group of companies. KHJ Group also has in place certain distribution arrangements with the KHI group of companies, for the sale of these housebrand products developed and managed by these companies (which were previously provided for under the corporate management fees).
- (4) 'Home & Travel' products comprises a range of products generally used in the care and upbringing of newborns, infants and children at home or for travelling purposes including baby feeding, car seats and bedroom items.

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2.5 Amount due from and owing by Related Parties pursuant to the RRPTs

As at the LPD, there is no amount due and owing by the Related Parties pursuant to the RRPTs that has exceeded the credit terms.

2.6 Review procedures for RRPTs

KHJ Group has established the following review procedures to be carried out to ensure that all related party transactions and RRPTs in the course of its business are made at arm's length basis, on transaction prices and at normal commercial terms, which are not more favourable to the Related Parties than those available to the public, and are not detrimental to the other shareholders of the Company who are not part of the transactions:-

- (a) KHJ shall assess the pricing, quality, terms and expertise of any goods or services that the Related Party offered. These shall be compared to the same goods/services offered by the normal unrelated open market transactions including the appropriate preferential rates and discounts accorded for the same purchases in terms of the commercial terms in the standard industry norm;
- (b) For comparison, KHJ will procure at least 2 other contemporaneous transactions/quotations from unrelated third parties for similar products/services and/or quantities, where possible to determine whether the price and terms offered to/by the Related Parties are fair & reasonable;
- (c) In the event where such comparable quotations from an unrelated third party is not available for same or similar products/services, the transaction prices and commercial terms shall be determined based on KHJ Group's usual business practices and policies to ensure that the RRPTs are not detrimental to KHJ Group;
- (d) KHJ Group shall maintain a record of all the RRPTs entered into pursuant to the shareholders' mandate to ensure that the necessary approvals are obtained and proper review procedures are followed in respect of all these transactions;
- (e) All the RRPTs shall be presented for review to KHJ's Audit Committee on a quarterly basis to monitor and track to ensure these transactions are at arm's length and within the normal commercial terms and not more favourable to any party than those generally available to the public. The Audit Committee shall then report to the Board for further action if necessary;
- (f) In reviewing these transactions, the Audit Committee may request for additional information from professional sources as it deems fit to ensure that the transactions are within the scope of the Related Party Transactions policy. The Audit Committee shall also review the adequacy of the processes and procedures to track and monitor these RRPTs in a timely and orderly manner to ensure accuracy;
- (g) All Directors and major shareholders are required to declare and disclose any transaction in which they are deemed to have interest and give their undertakings that all business transactions entered between themselves and/or persons connected with them and KHJ Group are negotiated and agreed at arm's length basis based on normal commercial terms and are not to the detriment of the minority shareholders and favourable to the Related Party/Part(ies); and
- (h) There are no specific thresholds for approval of RRPTs within the KHJ Group. However, all RRPTs are subject to the approval of the Board. If any Directors or members of the Audit Committee have an interest(s) in the RRPT(s), he/she shall refrain from the deliberation and voting on the matter in relation to the RRPT(s).

2.7 Disclosure in Annual Report

All RRPTs shall be disclosed in the Company's Annual Report and the breakdown of the transactions pursuant to the proposed shareholders' mandate during the financial year and for the subsequent financial year in the following manner:-

- (a) the aggregate value;
- (b) the nature / type;
- (c) names of the Related Party/Part(ies) involved; and
- (d) relationship of the Related Party/Part(ies) with KHJ Group.

2.8 Statement by the Audit Committee

The Audit Committee has seen and reviewed the procedures set out in **Section 2.6** of this Circular and is of the view that these procedures are sufficient to ensure that the RRPTs are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders. The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner as well as to ensure that the RRPTs are carried out:-

- (a) on an arm's length basis;
- (b) on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not detrimental to the minority shareholders of the Company.

The Audit Committee has the overall responsibility of determining whether the procedures set out in **Section 2.6** are appropriate and applicable to KHJ Group. The Audit Committee will review and ascertain the procedures in **Section 2.6** annually, as well as when the need arises.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSALS

The Proposed Shareholders' Ratification serves to ratify the RRPTs entered into by the Group since the Listing Date up to the date of the forthcoming AGM. Given that KHJ is in its first year of listing on the ACE Market of Bursa Securities, ratification of RRPTs entered from the Listing Date up to the AGM allows the Company to coincide the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate with KHJ's AGM and eliminate the need to announce and convene separate general meetings for each RRPT entered into.

Meanwhile, the Proposed Shareholders' Mandate will enable the KHJ Group to carry out RRPTs necessary for the Group's day-to-day operations, which may be time sensitive in nature, and will eliminate the need to announce and convene separate general meetings from time to time to seek shareholders' mandate for such transaction. In doing so, the Company will avoid incurring substantial expenses associated with the convening of general meetings on an ad hoc basis, thereby improving administrative efficiency.

The Board is also of the view that the RRPTs are beneficial to KHJ Group. The close commercial relationships that have been established with the Related Parties have created an effective network that KHJ Group can draw upon to support its operational needs, deriving synergistic and operational benefits to support its retail, marketing and distribution functions.

4. EFFECTS OF THE PROPOSALS

The Proposals will not have any material effect on the share capital of the Company, as well as the consolidated net assets, gearings, earnings and earnings per share as well as the shareholdings of the substantial shareholders of the Company.

5. CONDITIONALITY OF THE PROPOSALS

The Proposals are subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect interests of the interested directors and interested major shareholder of the Company as at the LPD are as follows:-

	Shareholdings in KHJ as at LPD			
	Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)
<u>Interested directors</u>				
Pang Kim Hin	11,280,700	2.97	⁽¹⁾ 235,600,000	62.00
Pang Shu Ming	1,000,000	0.26	-	-
Pang Fu Wei	-	-	-	-
<u>Interested major shareholder</u>				
KHI	235,600,000	62.00	-	-

Note:-

(1) Deemed interested by virtue of his shareholdings held through KHI pursuant to Section 8 of the Act.

By virtue of their directorships and shareholdings in KHJ and the Related Parties as disclosed in **Section 2.4** of this Circular, the interested directors, mainly Pang Kim Hin, Pang Shu Ming and Pang Fu Wei ("**Interested Directors**") have abstained and will continue to abstain from the Board's deliberations on the Proposals. They will also abstain from voting in respect of their direct and/or indirect shareholdings in KHJ on the resolutions approving the Proposals at the forthcoming AGM.

In addition, the interested major shareholder of the Company, namely KHI will abstain from voting in respect of their direct and/or indirect shareholdings on the resolutions approving the Proposals at the forthcoming AGM.

The aforementioned Interested Directors and interested major shareholder of the Company have also undertaken to ensure that the persons connected to them (if any) will abstain from deliberating and/or voting in respect of their direct and/or indirect shareholdings on the resolutions approving the Proposals at the forthcoming AGM.

Save as disclosed above, none of the other Directors, major shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposals.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company and accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolutions on Proposals to be tabled at the forthcoming AGM.

8. AGM

The 39th AGM, the notice of which is enclosed in the Annual Report 2019 of KHJ, will be conducted FULLY VIRTUAL through live streaming and online remote voting using RPV facilities vide its meeting platform at <https://web.lumiagm.com/> from the Broadcast Venue at the TR12-R01 & TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 29 July 2020 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications the resolution so as to give effect to the Proposals.

If you are unable to participate and vote at the AGM, please complete, sign and return the Proxy Form in accordance with the instructions provided therein to the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or deposit the Proxy Form by electronic means directly at <https://boardroomlimited.my> not less than 48 hours before the time for holding the AGM, or at any adjournment thereof at which the person named in the instrument proposes to vote.

Shareholders are advised to refer to the Administrative Guide for further details and instructions for electronic submission of the Proxy Form and participation at the AGM. The Notice of the Company's 39th AGM, Proxy Form and Administrative Guide are available on the Company's website at www.khj-my.com. The lodging of the Proxy Form does not preclude you from participating and voting in person at the AGM should you subsequently decide to do so.

9. FURTHER INFORMATION

You are advised to refer to the attached appendix of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
KIM HIN JOO (MALAYSIA) BERHAD

CHEW SOO LIN
Senior Independent Non-Executive Director

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of KHJ and they collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contract which is not in the ordinary course of KHJ's Group's business within the 2 years immediately preceding the date of this Circular:-

- (a) share purchase agreement dated 4 June 2018 between our Company and Pang Kim Hin in relation to the disposal of 315,000 ordinary shares in Cheng Yean, representing 90.00% equity interest held by our Company, to Pang Kim Hin for a purchase consideration of RM1,690,460. The disposal was completed on 28 June 2018;
- (b) share purchase agreement dated 4 June 2018 between our Company and Dato' Pang Leong Hoon in relation to the disposal of 35,000 ordinary shares in Cheng Yean, representing 10.00% equity interest, held by our Company to Dato' Pang Leong Hoon for a purchase consideration of RM187,829. The disposal was completed on 28 June 2018;
- (c) placement agreement dated 31 May 2019 between our Company and UOBKH, being the placement agent in relation to the placement arrangement of 47,000,000 new KHJ Shares ("**Issue Shares**") to be offered to identified institutional and/or selected investors at a placement fee of 2.25% of the total value of the KHJ Shares placed based on the issue price of RM0.43 per Issue Share ("**Issue Price**"); and
- (d) an underwriting agreement dated 31 May 2019 between our Company and UOBKH, being the underwriter in relation to the underwriting arrangement of 19,000,000 Issue Shares available for application by the citizens of Malaysia and companies, societies, co-operatives and institutions incorporated and organised under the laws of Malaysia through a balloting process; and 10,000,000 Issue Shares reserved for application by our eligible directors and employees of KHJ Group as well as persons who have contributed to the success of our Group at an underwriting commission of 2.25% of the total value of the underwritten Shares based on the Issue Price.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation or arbitration, either as plaintiff or defendant, which may have a material adverse effect on the business or financial position of the Group, and our Directors are not aware of any legal proceeding, pending or threatened, or of any fact likely to give rise to any legal proceeding which may have a material adverse effect on the business or financial position of the Group.

ADDITIONAL INFORMATION (Cont'd)

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Wisma Pang Cheng Yean, Lot 5205C, Jalan Perindustrian Balakong Jaya 1/3, Kawasan Perindustrian Balakong Jaya, 43300 Seri Kembangan, Selangor Darul Ehsan during normal business hours between Mondays and Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:-

- (a) the Constitution of KHJ;
- (b) audited consolidated financial statements of KHJ for the past 2 FYEs 31 December 2018 and 2019, as well as the unaudited consolidated financial statements of KHJ for the 3-month financial period ended 31 March 2020; and
- (c) material contracts referred to in **Section 2 of Appendix I** of this Circular.

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