



KIM HIN JOO (MALAYSIA) BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second ("42nd") Annual General Meeting ("AGM") of KIM HIN JOO (MALAYSIA) BERHAD ("KHJ" or "Company") will be conducted on a virtual basis through live streaming from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia on Tuesday, 30 May 2023 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a Final Single Tier Dividend of 0.6 sen per ordinary share in respect of the financial year ended 31 December 2022.
- To approve the payment of Directors' fees payable to the Directors of the Company on quarterly basis in arrears after each quarter of completed service of the Directors up to an aggregate amount of RM320,000.00 from this forthcoming 42nd AGM until the conclusion of the next AGM of the Company.
- To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
 - Ms Goh Poh Teng
 - Mr Hew Moh Yung

(Please refer to Explanatory Note 1)
Ordinary Resolution 1

Ordinary Resolution 2
(Please refer to Explanatory Note 2)

Ordinary Resolution 3
(Please refer to Explanatory Note 3)

Ordinary Resolution 4
(Please refer to Explanatory Note 3)
Ordinary Resolution 5

As Special Business

To consider and if thought fit, with or without any modification, to pass the following ordinary resolutions:

- Proposed Authority for Directors to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016 ("the Act")**
"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

Ordinary Resolution 6
(Please refer to Explanatory Note 4)

THAT pursuant to Section 85 of the Act, read together with Clause 5 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company and shares arising from issuance of new shares pursuant to this Mandate."

THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

Ordinary Resolution 7
(Please refer to Explanatory Note 5)

"THAT subject to the provisions of the Constitution of the Company and the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions ("RRPTs") of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 28 April 2023 provided that:-

- the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the types of RRPTs made, the names of the related parties involved in each type of RRPTs and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:-

- the conclusion of the next AGM of the Company following the forthcoming 42nd AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 42nd AGM, a final single tier dividend of 0.6 sen per ordinary share in respect of the financial year ended 31 December 2022 will be paid on 18 August 2023 to Depositors whose names appear in the Record of Depositors at the close of business on 2 August 2023.

A Depositor shall qualify for entitlement to the dividend only in respect of the following:

- Shares transferred into the Depositor's Securities Account on or before 4.30 p.m. 2 August 2023 in respect of transfers.
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan

28 April 2023

NOTES:-

- The 42nd AGM will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting ("RPEV") facilities to be provided by Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the 42nd AGM in order to register, participate and vote remotely via the RPEV facilities.

The Administrative Guide on the conduct of a virtual 42nd AGM of the Company is available at the Company's website at www.khj-my.com.

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the general meeting and in accordance with Clause 66 of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate at the general meeting. Members/proxies/corporate representatives are not allowed to physically present nor admitted at the Broadcast Venue on the day of the 42nd AGM.

- Since the 42nd AGM will be conducted virtually in its entirety, a Member entitled to participate and vote at the Meeting may appoint his/her proxy or the Chairman of the 42nd AGM as his/her proxy and indicate the voting instruction in the Form of Proxy.

- A proxy may but need not be a member. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.

- If the appointor is a corporation, this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

- The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 42nd AGM or at any adjournment thereof, as follows:

- In Hardcopy Form

The duly signed Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Share Registrar's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

- By Boardroom Smart Investor Online Portal

The Form of Proxy can be electronically submitted via the Boardroom Share Registrars' website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the 42nd AGM for further information on electronic submission.

- Individual members may via Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> and proxies/corporate representatives may, via bsr.helpdesk@boardroomlimited.com, submit questions relating to the resolutions to be tabled at the 42nd AGM or financial performance/prospect of the Company, not later than Sunday, 28 May 2023 at 10.00 a.m. Alternatively, members/proxies/corporate representatives may submit questions via real time submission of typed texts via RPEV facilities during the live streaming of the 42nd AGM, being the primary mode of communication.

- In respect of deposited securities, only members whose names appear on the Record of Depositors on Tuesday, 23 May 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes:

- Agenda 1 – To receive the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

- Ordinary Resolution 2 - Payment of Directors' Fees from this forthcoming 42nd AGM until the next AGM of the Company**

Section 230(1) of the Act provides amongst others, 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.

Details of the Directors' fees for the financial year ended 31 December 2022 is disclosed in the Corporate Governance Report 2022.

The payment of Directors' Fees of RM320,000.00 from this forthcoming 42nd AGM until the next AGM of the Company will only be made on quarterly basis in arrears after each quarter of completed service if the proposed Ordinary Resolution 2 has been passed at the 42nd AGM.

- Ordinary Resolutions 3 and 4 - Re-election of Directors**

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 3 and 4 are set out in the Board of Directors' profile of the Annual Report 2022.

The performance, contribution, effectiveness and independence (as the case may be) of the retiring Directors, namely Ms Goh Poh Teng and Mr Hew Moh Yung have been assessed by the Nomination Committee ("NC"). In addition, the NC has also conducted an assessment on the fitness and propriety of the retiring Directors including the review of their fit and proper declarations in accordance with the Fit & Proper Policy. The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.

Based on the recommendation of the NC, the Board endorsed the same, having been satisfied with the performance as well as the fitness and propriety of Ms Goh Poh Teng as Executive Director and Mr Hew Moh Yung as Independent Non-Executive Director and supports their re-election.

- Proposed Authority for Directors to Allot and Issue Shares pursuant to Section 76 of the Act**

The proposed Ordinary Resolution 6 is a general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will empower the Directors from the conclusion of this 42nd AGM, to allot and issue up to a maximum of 10% of the total number of issued shares of the Company at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

- Proposed Shareholders' Mandate**

The proposed Ordinary Resolution 7, if passed, will allow the Company and its subsidiaries to enter into RRPTs in accordance with Rule 10.09 of ACE LR of Bursa Securities.

For further information on Ordinary Resolution 7, please refer to the RRPT Circular dated 28 April 2023 accompanying the Annual Report of the Company for the financial year ended 31 December 2022.

Personal data privacy:

By submitting a proxy form(s) to participate, speak and vote at the 42nd AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 42nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 42nd AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.