



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-First ("41st") 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 Friday, 27 May 2022 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 2021 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note 1]**
- 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 41st AGM until the conclusion of the next AGM of the Company. **Ordinary Resolution 1 [Please refer to Explanatory Note 2]**
- 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:-
 - Mr Pang Kim Hin **Ordinary Resolution 2 [Please refer to Explanatory Note 3]**
 - Ms Kor Yann Ning **Ordinary Resolution 3 [Please refer to Explanatory Note 3]**
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4 [Please refer to Explanatory Note 4]**

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")** **Ordinary Resolution 5 [Please refer to Explanatory Note 4]**

"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 Constitution of the Company and approval of all the relevant governmental and/or regulatory authorities, where such approval is necessary."
- 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 6 [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 2022 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 41st 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.

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 2022

NOTES:-

- The 41st 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.com> (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the Administrative Guide for the 41st AGM in order to register, participate and vote remotely via the RPEV facilities.
The Administrative Guide on the conduct of a virtual 41st 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 41st AGM.
- Since the 41st 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 41st 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 41st 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 41st 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](mailto:helpdesk@boardroomlimited.com), submit questions relating to the resolutions to be tabled at the 41st AGM or financial performance/prospect of the Company, not later than Wednesday, 25 May 2022 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 41st AGM, being the primary mode of communication.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on Friday, 20 May 2022 (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:

(1) 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**.

(2) Payment of Directors' Fees from this forthcoming 41st 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.

The payment of Directors' Fees of RM320,000.00 from this forthcoming 41st 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 1 has been passed at the 41st AGM.

(3) Re-election of Directors

The profiles of the Directors who are standing for re-election under item 3 (Ordinary Resolutions 2 and 3) of this Agenda are set out in the Board of Directors' profile of the Annual Report 2021.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of Mr Pang Kim Hin as Non-Independent Non-Executive Chairman and Ms Kor Yann Ning as Independent Non-Executive Director and supports their re-election.

(4) Proposed Authority for Directors to Allot and Issue Shares pursuant to Section 76 of the Act

The proposed Ordinary Resolution 5 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 41st 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.

This authority will provide flexibility to the Company for any possible funds raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), repayment of bank borrowings, working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

(5) Proposed Shareholders' Mandate

The proposed Ordinary Resolution 6, 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 6, please refer to the RRPT Circular dated 28 April 2022 accompanying the Annual Report of the Company for the financial year ended 31 December 2021.

Personal data privacy:

By submitting a proxy form(s) to participate, speak and vote at the 41st 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 41st AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 41st 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.