

**KHIND HOLDINGS BERHAD**  
**REGISTRATION NO.: 199601007964 (380310-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting (“AGM”) of **KHIND HOLDINGS BERHAD** will be conducted entirely through live streaming from the broadcast venue at Conference Room, Level 2, No. 2, Jalan Astaka U8/82, Seksyen U8, Bukit Jelutong 40150 Shah Alam, Selangor Darul Ehsan (“Broadcast Venue”) on Friday, 25 June 2021 at 10.00 a.m. to transact the following matters:-

***As Ordinary Business***

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|--|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.  | (Please see Note 1 of Explanatory Notes on Ordinary Business) |
| 2. To re-elect Mr Cheng Ping Keat who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company.   | (Resolution 1)  |
| 3. To re-elect Encik Kamil bin Datuk Haji Abdul Rahman who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company.  | (Resolution 2)  |
| 4. To re-elect Mr Wong Lup Hang who retires by rotation pursuant to Clause 78 of the Constitution of the Company.  | (Resolution 3)  |
| 5. To approve the Special Directors’ fees of RM52,000 payable to Non-Executive Directors for the financial year ended 31 December 2020.  | (Resolution 4)  |
| 6. To approve the Directors’ fees of RM320,000 payable to the Non-Executive Directors for the financial year ending 31 December 2021.  | (Resolution 5)  |
| 7. To approve the Directors’ benefits of RM40,000 payable to the Non-Executive Directors for the period commencing on the date immediately after the date of the Twenty-Fifth AGM up to the date of the next AGM to be held in 2022. | (Resolution 6)  |
| 8. To re-appoint Messrs RSM Malaysia as Auditors of the Company and authorise the Directors to fix their remuneration.   | (Resolution 7)  |

***As Special Business***

To consider and if thought fit, pass the following with or without modifications:-

**9. Ordinary Resolution**

- **Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

(Resolution 8)

10. **Ordinary Resolution**

- **Authority for Encik Kamil bin Datuk Haji Abdul Rahman to continue in office as an Independent Non-Executive Director**

“THAT authority be and is hereby given to Encik Kamil bin Datuk Haji Abdul Rahman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

(Resolution 9)

11. **Ordinary Resolution**

- **Authority for Mr Wong Chin Mun to continue in office as an Independent Non-Executive Director**

“THAT authority be and is hereby given to Mr Wong Chin Mun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

(Resolution 10)

12. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358)**

SSM PC No. 202008001472

**KUAN HUI FANG (MIA 16876)**

SSM PC No. 202008001235

**CHONG LAY KIM (LS 0008373)**

SSM PC No. 202008001920

Kuala Lumpur

27 May 2021

**Notes:**

1. **IMPORTANT NOTICE**

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 meeting.

Shareholders **WILL NOT BE ALLOWED** to attend this AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at this AGM via the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the Twenty-Fifth AGM in order to participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 16 June 2021**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.

4. A member of the Company who is entitled to participate at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. A member who has appointed a proxy or attorney or authorised representative to participate at the Twenty-Fifth AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>**. Procedures for RPV can be found in the Administrative Guide for the Twenty-Fifth AGM.
9. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of 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.
  - (ii) By electronic form  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the Twenty-Fifth AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is **Wednesday, 23 June 2021 at 10.00 a.m.**
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of 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 AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia.

The certificate of appointment of authorised representative should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

- (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - (a) at least two (2) authorised officers, of whom one shall be a director; or
  - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- 14. Shareholders are advised to check the Company's website at [www.khind.com](http://www.khind.com) and announcements from time to time for any changes to the administration of the Twenty-Fifth AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

#### **Explanatory Notes on Ordinary Business**

1. Agenda item no. 1

This item 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 for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Resolutions 1, 2 and 3

Mr Cheng Ping Keat, Encik Kamil bin Datuk Haji Abdul Rahman and Mr Wong Lup Hang who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-Fifth AGM.

The Board of Directors ("the Board") has through the Nomination and Remuneration Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board has also through the Nomination and Remuneration Committee, conducted an assessment on the independence of Encik Kamil bin Datuk Haji Abdul Rahman and Mr Wong Lup Hang and is satisfied that they have complied with the criteria prescribed by the MMLR of Bursa Securities and Malaysian Code on Corporate Governance.

3. Resolution 4

The Special Directors' fees to Non-Executive Directors are proposed based on their contribution towards enhancing the Company's good performance and profitability during the financial year ended 31 December 2020.

4. Resolution 5

Shareholders' approval is sought under this resolution to allow the Company to pay Non-Executive Directors' fees on a monthly basis for the financial year ending 31 December 2021. The Directors' fees are based on the targeted Board size. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

5. Resolution 6

The Directors' benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period commencing from the date immediately after the Twenty-Fifth AGM up to the date of the next AGM to be held in 2022. In the event the proposed amount is insufficient (due to enlarged Board size or more meetings), approval will be sought at the next AGM for the shortfall.

6. Resolution 7

The Board has through the Audit Committee, considered the re-appointment of Messrs RSM Malaysia as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Twenty-Fifth AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2020.

## **Explanatory Notes on Special Business**

### **1. Resolution 8**

This proposed Resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above AGM, authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This Resolution 8 is a renewal of the previous year's mandate. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 25 June 2020 and will lapse at the conclusion of the Twenty-Fifth AGM.

### **2. Resolution 9**

The Board has via Nomination and Remuneration Committee conducted an annual assessment of Encik Kamil bin Datuk Haji Abdul Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the justifications set out in the Corporate Governance Overview Statement of the Annual Report 2020.

Pursuant to the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.

### **3. Resolution 10**

The Board has via Nomination and Remuneration Committee conducted an annual assessment of Mr Wong Chin Mun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the justifications set out in the Corporate Governance Overview Statement of the Annual Report 2020.

## **STATEMENT ACCOMPANYING THE NOTICE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING**

### **Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

As at the date of this notice, there are no individuals who are standing for election as Directors (excluding the Directors who are standing for re-election) at this Twenty-Fifth Annual General Meeting.

### **Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The details of the proposed renewal of the authority for Directors to issue and allot shares by the Company are disclosed in the Explanatory Notes on Special Business in the Notice of Annual General Meeting.