

Notice of Twenty-Sixth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting ("AGM") of **KHIND HOLDINGS BERHAD** ("the Company") will be conducted on fully virtual through live streaming via the online meeting platform at TIIH Online, provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on **Friday, 27 May 2022 at 10.00 a.m.** to transact the following matters:-

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon. (Please see Note 1 of Explanatory Notes on Ordinary Business)
2. To re-elect Mr Wong Chin Mun who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company ("the Constitution"). (Resolution 1)
3. To re-elect the following Directors who retire by rotation pursuant to Clause 78 of the Constitution:
 - (a) Dato' Seri Rosman Bin Mohamed (Resolution 2)
 - (b) Mr Tan Lee Koon (Resolution 3)
4. To approve the Non-Executive Director's fee of RM150,000 payable to Mr Wong Chin Mun for the period commencing on 1 January 2022 up to the date of the next AGM to be held in 2023. (Resolution 4)
5. To approve the Non-Executive Director's fee of RM150,000 payable to Mr Wong Lup Hang for the period commencing on 1 January 2022 up to the date of the next AGM to be held in 2023. (Resolution 5)
6. To approve the Non-Executive Director's fee of RM150,000 payable to Mr Tan Lee Koon for the period commencing on 1 January 2022 up to the date of the next AGM to be held in 2023. (Resolution 6)
7. To approve the Non-Executive Director's fee of RM150,000 payable to Dato' Seri Rosman Bin Mohamed for the period commencing on 1 January 2022 up to the date of the next AGM to be held in 2023. (Resolution 7)
8. To approve the Directors' benefits of RM65,000 payable to the Non-Executive Directors for the period commencing on the date immediately after the date of the Twenty-Sixth AGM up to the date of the next AGM to be held in 2023. (Resolution 8)
9. To approve the payment of the shortfall in Directors' fees of RM10,000 for the financial year ended 31 December 2021. (Resolution 9)
10. To re-appoint RSM Malaysia PLT as Auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 10)

As Special Business

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

11. 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 ten per centum (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 AGM of the Company after the approval was given or at the expiry of the period within which the next AGM 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 11)

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12. Ordinary Resolution

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

"THAT subject to passing of Ordinary Resolution 1, 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 act as an Independent Non-Executive Director of the Company until 31 May 2023."

(Resolution 12)

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

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

Company Secretaries

Kuala Lumpur

26 April 2022

Notes:

1. IMPORTANT NOTICE

The Twenty-Sixth AGM of the Company will be conducted on fully virtual through live streaming in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

All meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

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 facilities ("RPV") 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-Sixth AGM in order to participate remotely via RPV.

- 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 18 May 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- 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.
- 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.

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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-Sixth 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-Sixth 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-Sixth 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, 25 May 2022 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.

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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.my and announcements from time to time for any changes to the administration of the Twenty-Sixth AGM.

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 Wong Chin Mun, Dato' Seri Rosman Bin Mohamed and Mr Tan Lee Koon are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-Sixth AGM.

Please refer to the Statement accompanying the Notice of AGM for further information.

3. Resolutions 4, 5, 6 and 7

Shareholders' approval is sought under these resolutions to allow the Company to pay Non-Executive Directors' fees on a monthly basis for the period commencing from 1 January 2022 up to the date of the next AGM to be held in 2023 as members of the Board and Board Committees. The Directors' fees are based on the contribution towards the Company. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

4. Resolution 8

The Directors' benefits are calculated based on the current Board size and the number of scheduled Board and Board Committee meetings for the period commencing from the date immediately after the Twenty-Sixth AGM up to the date of the next AGM to be held in 2023. 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.

5. Resolution 9

The proposed Resolution seeks the shareholders' approval for the Company to pay the shortfall in Directors' fees for the financial year ended 31 December 2021 which was due to additional Directors appointed during the financial year.

6. Resolution 10

The Board has through the Audit Committee, considered the re-appointment of RSM Malaysia PLT 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-Sixth AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2021.

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Explanatory Notes on Special Business

1. Resolution 11

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 centum (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 11 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 2021 and will lapse at the conclusion of the Twenty-Sixth AGM.

2. Resolution 12

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 that he continues to act as an Independent Non-Executive Director of the Company based on the following justifications:

- (i) he has a good understanding of the Group's corporate history and business operations;
- (ii) he is independent in character and judgment and free from any relationships or circumstances which are likely to affect or could appear to affect his judgment. He does not have any business dealings with the Group;
- (iii) Mr Wong Chin Mun has vast experience in leading a multinational diversified manufacturing and trading group besides currently mentoring entrepreneurs and coaching executives;
- (iv) he has participated actively in Board and Board Committee meetings, giving his views in a constructive manner and bringing an element of objectivity to decision-making;
- (v) he attended all Board, Audit Committee and Nomination and Remuneration Committee meetings held in 2021 and has devoted sufficient time to the Company; and
- (vi) he has exercised due care in carrying out his duties in the best interest of the Company and shareholders.

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

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STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Directors standing for election

As at date of this notice, there are no individuals who are standing for election or appointment as Directors at the Twenty-Sixth Annual General Meeting ("AGM").

Directors who are seeking re-election at the Twenty-Sixth AGM are:

- (i) Mr Wong Chin Mun;
- (ii) Dato' Seri Rosman Bin Mohamed; and
- (iii) Mr Tan Lee Koon;

("the Retiring Directors").

The details of the Retiring Directors are set out in their respective profiles on pages 30 to 32 of the Annual Report 2021. The details of their interest in the securities of the Company can be found on page 57.

Based on the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021, the Nomination and Remuneration Committee ("NRC") is satisfied with the performance and contribution of the Retiring Directors.

The Retiring Directors who are Independent Non-Executive Directors, have provided their confirmation that they fulfil the independence criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. They have also confirmed that they do not have any existing or potential conflict of interest, business, family or other special relationship within or outside of the Company that could affect the execution of their role as Directors.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election at the NRC and Board meetings) supports the re-election of the Retiring Directors as it believes that the Retiring Directors have discharged their duties and responsibilities effectively, demonstrated commitment to their role, and will continue to contribute towards the long-term success of the Company.