

NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("28th AGM") of KHIND HOLDINGS BERHAD ("the Company") will be convened at Khind Event Hall, First Floor, No. 2, Jalan Astaka U8/82, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor on Wednesday, 29 May 2024 at 10.00 a.m. or at any adjournment thereof, 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 2023 and the Reports of the Directors and Auditors thereon. | (Please see Note 1 of Explanatory Notes on Ordinary Business) |
| 2. To re-elect Dato' Seri Rosman Bin Mohamed who retire by rotation pursuant to Clause 76(3) of the Constitution of the Company ("Constitution"). | Resolution 1 |
| 3. To approve the Non-Executive Director's fee of RM150,000.00 payable to Mr Wong Lup Hang for the period commencing on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025. | Resolution 2 |
| 4. To approve the Non-Executive Director's fee of RM150,000.00 payable to Dato' Seri Rosman Bin Mohamed for the period commencing on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025. | Resolution 3 |
| 5. To approve the Non-Executive Director's fee of RM150,000.00 payable to Ms Lee Li Ming for the period commencing on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025. | Resolution 4 |
| 6. To approve the Directors' benefits of RM80,000.00 payable to the Non-Executive Directors for the period commencing on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025. | Resolution 5 |
| 7. To re-appoint RSM Malaysia PLT as Auditors of the Company and authorise the Directors to fix their remuneration. | Resolution 6 |

As Special Business

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

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| 8. Ordinary Resolution
- Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") | Resolution 7 |
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"THAT pursuant to Sections 75 and 76 of the Act 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."

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

By order of the Board
WONG SIEW YEEN (MAICSA 7018749)
SSM PC No. 202008001471

TEE THIAM CHAI (MAICSA 7066679)
SSM PC No. 202008002297

Company Secretaries

Kuala Lumpur

30 April 2024

Notes:

IMPORTANT NOTICE

1. For the purpose of determining who shall be entitled to attend at the 28th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 21 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member who is entitled to participate in this AGM 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/its place. A proxy may but need not be a member of the Company.
3. 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 28th AGM.
4. 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.
5. 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.
6. 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.
7. 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 28th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

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Notes: (Cont'd)

8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. Last date and time for lodging the proxy form is Monday, 27 May 2024 at 10.00 a.m.
10. 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.
11. 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.
12. 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 28th AGM.

Explanatory Notes on Ordinary Business

1. Mr Tan Lee Koon who will be retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company at the 28th AGM, has expressed his intention not to seek for re-election. Therefore, he will retire from his office as Director of the Company upon conclusion of the 28th AGM.
2. 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.
3. Resolution 1

Dato' Seri Rosman Bin Mohamed ("Retiring Director") is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 28th AGM.

The details of the Retiring Director is set out in his profile on page 38 of the Annual Report 2023. The details of his interest in the securities of the Company can be found on page 139.

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Explanatory Notes on Ordinary Business (Cont'd)

3. Resolution 1 (Cont'd)

Based on the Board Effectiveness Evaluation exercise conducted for the financial year ended 31 December 2023, the Nomination and Remuneration Committee ("NRC") is satisfied with the performance and contribution of the Retiring Director.

Dato' Seri Rosman Bin Mohamed who is Independent Non-Executive Director, has provided his confirmation that he fulfil the independence criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has also confirmed that he does not have any existing or potential conflict of interest, business, family or other special relationship within or outside of the Company that could impair his independent judgement.

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

4. Resolutions 2, 3 and 4

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 on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025 as members of the Board and board committees. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

5. Resolution 5

The Directors' benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period commencing on the date immediately after the date of the 28th AGM up to the date of the next AGM to be held in 2025. 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 6

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 28th AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2023.

Explanatory Notes on Special Business

1. Resolution 7

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.

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

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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 28th Annual General Meeting ("AGM").

General mandate for issue of shares

The proposed Resolution 7 is a renewal of the previous year's mandate. The 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 costs 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 the date of the Notice of the 28th AGM, no new ordinary shares of the Company were issued, pursuant to the mandate obtained from the shareholders at the 27th AGM held on 26 May 2023 and will lapse at the conclusion of the 28th AGM.