



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of KIM HIN JOO (MALAYSIA) BERHAD (“**KHJ**” or “**Company**”) will be conducted FULLY VIRTUAL for the purpose of considering and if thought fit, passing with or without modifications the resolutions as set out in this notice.

Meeting Platform : <https://web.lumiagm.com/>
Day and Date : Wednesday, 29 July 2020
Time : 3.30 p.m., or immediately following the conclusion or adjournment of the 39th Annual General Meeting (“**AGM**”) of the Company which will be conducted FULLY VIRTUAL at the same venue and on the same date at 2.30 p.m., whichever is later
Broadcast Venue : TR12-R01 & TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Mode of Communication : 1) Typed text in the Meeting Platform
2) E-mail questions to investor.relations@khj-my.com prior to EGM

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME (“**ESOS**”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF KHJ (“**KHJ SHARES**”) (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME (“**PROPOSED ESOS**”)

“THAT, subject to and conditional upon the approvals of all relevant authorities, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible directors and employees of KHJ and its subsidiary companies (excluding subsidiaries which are dormant, if any), who meet the criteria of eligibility for participation in the Proposed ESOS (“**Eligible Person(s)**”) under which options will be granted to the Eligible Persons to subscribe for new KHJ Shares in accordance with the draft by-laws of the Proposed ESOS (“**By-Laws**”) as set out in **Appendix I** of the circular to shareholders dated 3 July 2020, and to adopt and approve the By-Laws and do all such acts, execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

THAT, the Board be and is hereby authorised to issue, allot and/or transfer from time to time such number of KHJ Shares as may be required pursuant to the exercise of the options under the Proposed ESOS (“**ESOS Option(s)**”) provided that the aggregate number of new KHJ Shares to be issued, allotted and/or transferred shall not exceed 15% of the total number of issued shares of KHJ (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and that such new KHJ Shares arising from the exercise of the ESOS Options shall, upon issuance and allotment, rank equally in all respects with the existing issued KHJ Shares, except that the new KHJ Shares will not be entitled to any dividends, rights, allotment and/or any other forms of distribution (“**Distribution**”) that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution precedes the date of which the new KHJ Shares are credited into the Central Depository System account with Bursa Malaysia Depository Sdn Bhd of the Eligible Persons who have accepted the offer, and such new KHJ Shares will be subject to the Constitution of the Company relating to transfer, transmission and otherwise of KHJ Shares;

THAT, the Board be and is hereby authorised to make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new KHJ Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the ESOS Options to be granted under the Proposed ESOS;

AND THAT, the Board be and is hereby authorised to amend and/or modify the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any party or parties, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO PANG KIM HIN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Pang Kim Hin, the Non-Independent Non-Executive Chairman of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Pang Kim Hin shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO PANG FU WEI

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Pang Fu Wei, the Managing Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Pang Fu Wei shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO GOH POH TENG

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Goh Poh Teng, the Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Goh Poh Teng shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHEW SOO LIN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Chew Soo Lin, the Senior Independent Non-Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Chew Soo Lin shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO YEN SE-HUA STEWART

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Yen Se-Hua Stewart, the Independent Non-Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Yen Se-Hua Stewart shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO KOR YANN NING

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Kor Yann Ning, the Independent Non-Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Kor Yann Ning shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO HEW MOH YUNG

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Hew Moh Yung, the Independent Non-Executive Director of the Company, such number of ESOS Options and KHJ Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS provided that not more than 10% of the new KHJ Shares of the Company available under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Hew Moh Yung shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

BY ORDER OF THE BOARD,

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

3 July 2020

Notes:

- As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the EGM entirely through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide which will be made available on 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 EGM to be at the main venue. No shareholders/proxies/corporate representatives from the public should be physically present at the Broadcast Venue on the day of EGM.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of EGM will be put to vote by way of poll. A Poll Administrator and Independent Scrutiniers will be appointed to conduct the polling process and verify the results of the poll respectively.
- A member entitled to participate and vote at the EGM may appoint another person as his proxy to participate and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a meeting shall have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint not more than 2 proxies to participate, speak and vote at the EGM. Where a member appoints 2 proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Proxy Form shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the EGM or adjourned EGM at which the person named in the Proxy Form proposes to vote, and in default the Proxy Form shall not be treated as valid.

Alternatively, members may deposit the Proxy Form by electronic means directly at <https://boardroomlimited.my> not less than 48 hours before the EGM. For further information on the electronic submission of Proxy Form, kindly refer to the Administrative Guide which will be made available on the Company's website at www.khj-my.com.

- For the purpose of determining who shall be entitled to participate at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 21 July 2020 and only members whose names appear on such Record of Depositors shall be entitled to participate, speak and vote at this EGM and entitled to appoint proxy or proxies.

Personal data privacy:

By submitting a Proxy Form(s) to participate, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.