KIM HIN JOO (MALAYSIA) BERHAD
Registration No. 197801000642 (37655-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting ("**40th AGM**") 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	:	Friday, 18 June 2021
Time	:	10.00 a.m.
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 40th AGM.

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. 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 40th AGM until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company:
   i) Mr Chew Soo Lin **(Ordinary Resolution 2)**
   ii) Mr Yen Se-Hua Stewart **(Ordinary Resolution 3)**
4. To re-appoint Messrs. Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

As Special Business

To consider and if thought fit, with or without any modification, to pass the following ordinary resolutions:

5. **Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016 ("the Act")**

   "**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." **(Ordinary Resolution 5)**

6. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

   "**THAT** subject to the provisions of the Constitution of the Company and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 20 May 2021 provided that:-

   a) 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
   b) 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 type of RRPT made, the names of the related parties involved in each type of RRPT and their relationships with the Company.

   THAT the authority conferred shall continue to be in force until:-

   i) the conclusion of the next AGM of the Company following the forthcoming 40th 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;
   ii) 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
   iii) 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." **(Ordinary Resolution 6)**

7. 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
20 May 2021

NOTES:

(1) As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the 40th AGM entirely through live streaming and online remote voting via Remote Participation and Electronic Voting ("**RPEV**") 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.

(2) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies/corporate representative from the public should be physically present at the Broadcast Venue on the day of the 40th AGM.

(3) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of AGM will be put to vote by way of poll. A Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

(4) A member entitled to participate and vote at the 40th AGM 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.

(5) A member shall be entitled to appoint not more than 2 proxies to participate, speak and vote at the meeting. 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.

(6) 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.

(7) 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.

(8) 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 40th AGM or Adjourned 40th AGM 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 meeting. 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.

(9) For the purpose of determining who shall be entitled to participate at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 10 June 2021 and only members whose names appear on such Record of Depositors shall be entitled to participate, speak and vote at this meeting and entitled to appoint proxy or proxies.

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) **Ordinary Resolution 1 – Directors' Fees from this AGM until the next AGM of the Company**

The amount of Directors' fees payable comprising fees payable to Directors as Chairman/members of the Board and Board Committees from this AGM until the conclusion of the next AGM of the Company, with the fee structure as shown below:-

Board/Board Committees	Fees per Annum (RM)
Board	- RM56,000 (Chairman) - RM30,000 (Member)
Audit Committee	- RM8,000 (Chairman) - RM4,000 (Member)
Nomination Committee	- RM4,000 (Chairman) - RM2,000 (Member)
Remuneration Committee	- RM4,000 (Chairman) - RM2,000 (Member)
Risk Management Committee	- RM4,000 (Chairman) - RM2,000 (Member)

(3) **Ordinary Resolution 5 – 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 40th 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 fund 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.

(4) **Ordinary Resolution 6 – Proposed Shareholders' Mandate**

The proposed Ordinary Resolution 6, if passed, will allow the Company and its subsidiaries to enter into RRPTs in accordance with Paragraph 10.09 of Bursa Malaysia Securities Berhad's ACE Market Listing Requirements.

For further information on Ordinary Resolution 6, please refer to the RRPT Circular dated 20 May 2021 accompanying the Annual Report of the Company for the financial year ended 31 December 2020.

Personal data privacy:

By submitting a proxy form(s) to participate, speak and vote at the 40th 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 40th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 40th 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.