

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Fifty-Seventh Annual General Meeting of Batu Kawan Berhad (“**BKB**” or “**Company**”) will be held as a virtual meeting conducted through live streaming from the Broadcast Venue at Menara KLK, Level 10, No. 1, Jalan PJU 7/6, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 17 February 2022 at 2:15 p.m. for the following purposes:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 September 2021 and the Directors’ and Auditors’ Reports thereon.
2. To re-elect the following Directors who retire by rotation in accordance with the Company’s Constitution:

Mr. Quah Chek Tin (Ordinary Resolution 1)
Dr. Tunku Alina binti Raja Muhd Alias (Ordinary Resolution 2)
3. To re-elect the following Directors who were appointed during the year and retire in accordance with the Company’s Constitution:

Mr. Lee Yuan Zhang (Ordinary Resolution 3)
Mr. Lim Ban Aik (Ordinary Resolution 4)
4. To approve the payment of Directors’ fees for the financial year ended 30 September 2021 amounting to RM1,187,528 (2020: RM920,000). (Ordinary Resolution 5)
5. To approve the payment of Directors’ benefits (other than Directors’ fees) for the period from this Fifty-Seventh Annual General Meeting to the Fifty-Eighth Annual General Meeting of the Company to be held in 2023. (Ordinary Resolution 6)
6. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 30 September 2022 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 7)

As Special Business:

7. To consider and, if thought fit, pass the following resolutions:
 - (a) **PROPOSED RENEWAL OF AUTHORITY TO BUY BACK ITS OWN SHARES BY THE COMPANY** (Ordinary Resolution 8)

“THAT authority be given to the Company to buy back an aggregate number of shares in the Company (“**Authority to Buy Back Shares**”) as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that at the time of purchase, the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company and that the maximum funds to be allocated for the Authority to Buy Back Shares shall not exceed the latest audited retained profits of the Company;

NOTICE OF ANNUAL GENERAL MEETING (Continued)

THAT the shares purchased by the Company pursuant to Authority to Buy Back Shares may be dealt with by the Directors in all or any of the following manner:

- (i) distribute the shares as share dividends to the shareholders; or
- (ii) resell the shares or any of the shares on Bursa Malaysia Securities Berhad; or
- (iii) transfer the shares or any of the shares for the purposes of or under an employees' share scheme; or
- (iv) transfer the shares or any of the shares as purchase consideration; or
- (v) cancel the shares or any of the shares; or
- (vi) sell, transfer or otherwise use the shares for such other purposes as allowed by the Companies Act 2016.

AND THAT the Directors be and are hereby empowered to do all such acts and things to give full effect to the Authority to Buy Back Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such authority shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of a purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority."

(b) **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 9)

"THAT subject to the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into all arrangements and/or transactions as set out in Appendix II of the Circular to Shareholders dated 31 December 2021 involving the interests of Directors, major shareholders or persons connected with Directors or major shareholders ("**Related Parties**") of the Company and/or its subsidiaries provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of minority shareholders,

("Mandate").

THAT such authority shall commence upon the passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following the Annual General Meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(1) of the Companies Act 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.



AND THAT the Directors of the Company be 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 Mandate.”

- (c) **PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY (“BKB SHARES”) IN RELATION TO THE DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN BKB SHARES (“DIVIDEND REINVESTMENT PLAN”)** (Ordinary Resolution 10)

“THAT pursuant to the Dividend Reinvestment Plan (“DRP”) approved by the shareholders at the Annual General Meeting held on 13 February 2018 and subject to the approval of the relevant authorities (if any), approval be and is hereby given to the Company to allot and issue such number of BKB Shares pursuant to the DRP until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said BKB Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price (“VWAMP”) of BKB shares immediately prior to the price-fixing date, which VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.”

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the General Meeting Record of Depositors or Register of Members as at 10 February 2022 shall be entitled to participate at this Annual General Meeting or appoint a proxy in his/her stead or in the case of a corporation, a duly authorised representative to participate, speak and vote in his/her stead.

By Order of the Board
YAP MIOW KIEN
GOH SWEE ENG
CHIEW CINDY
(Company Secretaries)

Ipoh, Perak Darul Ridzuan,
Malaysia.

31 December 2021

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES:

(1) REMOTE PARTICIPATION AND VOTING

The Annual General Meeting (“AGM”) will be conducted entirely through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by the appointed Poll Administrator for the AGM, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) on its TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at www.bkawan.com.my and Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities.

The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the chairperson of the meeting to be present at the main venue of the meeting. Members or proxies or representatives will not be allowed to be physically present at the Broadcast Venue on the day of the AGM. Therefore, members are strongly advised to participate and vote remotely at the AGM through the live streaming and online remote voting using the RPV facilities.

(2) APPOINTMENT OF PROXY

- (a) A member of the Company entitled to participate and vote at the meeting is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to participate at the same meeting on his/her behalf. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies in the instrument appointing the proxies the proportion of shareholdings to be represented by each proxy.
- (b) Where the proxy form is executed by a corporation, it must be signed under its common seal or where the corporation does not have a common seal, by any two (2) of its authorised officers or under the hand of its officer or attorney duly authorised. In the case of a corporation with a single director, it shall be signed by the single director and countersigned by the company secretary of the corporation.
- (c) Where a member of the Company is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, who holds shares in the Company for multiple beneficial owners in one (1) 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.
- (d) Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (e) The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by the Company not less than twenty-four (24) hours before the time appointed for the taking of the poll:
 - In hardcopy form
The original proxy form shall be deposited to Tricor’s office at 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 Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - Electronically via Tricor Online System (“TIIH Online”)
The proxy form can be electronically lodged with Tricor via TIIH Online at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for such lodgement.
- (f) The power of attorney or other authority, if any, under which it is signed or a notarially certified of that power or authority, shall be deposited with Tricor not less than twenty-four (24) hours before the time appointed for the taking of the poll.

(3) EXPLANATORY NOTES TO ORDINARY BUSINESS

(a) Audited Financial Statements for financial year ended 30 September 2021

The Audited Financial Statements are laid in accordance with Section 340(1) of the Companies Act 2016 for discussion only and do not require members’ approval. Hence, Agenda 1 will not be put forward for voting.



NOTES: (Continued)

(3) EXPLANATORY NOTES TO ORDINARY BUSINESS (Continued)

(b) Re-election of Mr. Lee Yuan Zhang and Mr. Lim Ban Aik

In accordance with Article 136 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election.

Mr. Lee Yuan Zhang and Mr. Lim Ban Aik, who were appointed as Directors of the Company on 1 March 2021, retire pursuant to Article 136 of the Company's Constitution and being eligible, have offered themselves for re-election at this Annual General Meeting. Shareholders' approval is sought for the re-election of Mr. Lee Yuan Zhang and Mr. Lim Ban Aik under Ordinary Resolution 3 and Ordinary Resolution 4 respectively.

The profiles of Mr. Lee Yuan Zhang and Mr. Lim Ban Aik are listed in the Profile of Directors section.

(c) Payment of Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

The BKB Board has recommended that the Directors' fees would be held constant for three (3) years. The current annual fee for the Non-Executive Directors ("NEDs") was last approved by the Board of Directors in 2018 and that the fee had remained unchanged since financial year 2018.

During a review in October 2021, the Remuneration Committee recommended and the Board has approved, subject to shareholders' approval at this Annual General Meeting, for NEDs' fees and fees of Chairmen of Board Committees to be increased. The recommendations were made after having reviewed the remuneration structure of the NEDs with appropriate benchmarking to selected companies of the same industry, and taking note of the Securities Commission's Corporate Governance Monitor 2020 commentary on board remuneration of constituents of the FBM 100 index. The Board and Remuneration Committee had also taken into account the increasingly complex business environment, and rising stakeholder expectations, and acknowledged that the responsibilities and contribution required of Directors in terms of fiduciary and statutory duties, risk, intensity/complexity of work, commitment and effort are now higher. As such, the fees are proposed to be increased as this is necessary to align with the remuneration packages of comparable companies in the plantation sector, to attract talent and experience which can contribute to long-term business sustainability.

The proposed fees are as set out below:

Category	Current Fees (RM per annum)	Proposed Fees (RM per annum)
Chairman of the Board	195,000	217,500
Non-Executive Board member	130,000	145,000
Chairman of Audit and Risk Committee	30,000	35,000
Chairman of Remuneration Committee	20,000	25,000
Chairman of Nomination Committee	20,000	25,000

The shareholders' approval is hereby sought under Ordinary Resolution 5 for the payment of Directors' fees to the NEDs in respect of the financial year 2021, as set out below:

	Board (RM per annum)	Audit and Risk Committee (RM per annum)	Other Board Committees (RM per annum)
Non-Executive Chairman	217,500	35,000	25,000
Non-Executive Directors	145,000	25,000	15,000

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES: (Continued)

(3) EXPLANATORY NOTES TO ORDINARY BUSINESS (Continued)

There is no revision to the Directors' benefits (which it is proposed under Ordinary Resolution 6 of the Agenda on payment of Directors' benefits for the period from this Fifty-Seventh Annual General Meeting to the next Annual General Meeting in 2023), as summarised in the table below:

Type of Benefit/Allowance	Amount
Meeting Allowance (Board and Committees)	RM2,000 per meeting
Overseas Travelling Allowance	RM1,000 per day
Other Benefits	Business travel, medical, insurance coverage, and other claimables and reimbursables for the purpose of enabling the Directors to perform their duties.

(4) EXPLANATORY NOTES TO SPECIAL BUSINESS

(a) Proposed Renewal of Authority to Buy Back Shares

Ordinary Resolution 8 proposed under Item 7(a) of the Agenda, if passed, will empower the Directors to buy back the Company's own shares. This authority will expire at the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.

(b) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 9 proposed under Item 7(b) of the Agenda, if passed, will allow the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business made on normal commercial terms not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders.

By obtaining the approval for the Proposed Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek members' approval as and when such Recurrent Related Party Transactions occur is avoided which would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

(c) Proposed Renewal of Authority for Directors to Allot and Issue BKB Shares in relation to Dividend Reinvestment Plan

The shareholders had, at the Fifty-Third Annual General Meeting held on 13 February 2018, approved the authority for the Directors to allot and issue BKB Shares in relation to Dividend Reinvestment Plan ("DRP") and such authority will expire at the conclusion of the forthcoming Annual General Meeting.

Ordinary Resolution 10 proposed under Item 7(c) of the Agenda, if passed, will give authority to the Directors to allot and issue BKB Shares pursuant to the DRP in respect of any dividends declared, and such authority shall expire at the conclusion of the next Annual General Meeting of the Company.

For Ordinary Resolutions 8 and 9 mentioned above, further information is set out in the Circular to Shareholders of the Company dated 31 December 2021 which is available on the Company's website, www.bkawan.com.my.