



## BENALEC HOLDINGS BERHAD

Company No. 200501020529 (702653-V)  
(Incorporated in Malaysia)

### NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** THE FOURTEENTH ANNUAL GENERAL MEETING (“14TH AGM”) OF BENALEC HOLDINGS BERHAD (“BENALEC” OR “COMPANY”) WILL BE HELD AT **GLENMARIE BALLROOM, LOBBY LEVEL, HOLIDAY INN KUALA LUMPUR GLENMARIE, 1 JALAN USAHAWAN U1/8, SEKSYEN U1, 40250 SHAH ALAM, SELANGOR DARUL EHSAN ON MONDAY, 28 SEPTEMBER 2020 AT 10.00 A.M.** FOR THE FOLLOWING PURPOSES:

#### AGENDA

##### ORDINARY BUSINESS

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|---|--|
| 1. To receive the Audited Financial Statements of the Company for the financial period from 1 July 2018 to 31 December 2019 and the Reports of the Directors and Auditors thereon.                        | <b>Please refer to the Explanatory Notes to the Agenda</b> |
| 2. To approve the payment of Directors’ fees of RM705,000 to the Non-Executive Directors for the financial period from 1 July 2018 to 31 December 2019.   | <b>Ordinary Resolution 1</b>                               |
| 3. To approve the payment of the Directors’ benefits of up to an aggregate amount of RM30,000 to the Non-Executive Directors for the period from 29 September 2020 until the next Annual General Meeting. | <b>Ordinary Resolution 2</b>                               |
| 4. To re-elect Dato’ Leaw Seng Hai, a Director who is retiring by rotation pursuant to Clause 76 of the Company’s Constitution and being eligible, has offered himself for re-election.                   | <b>Ordinary Resolution 3</b>                               |
| 5. To re-elect Mr Koo Hoong Kwan, a Director who is retiring by rotation pursuant to Clause 76 of the Company’s Constitution and being eligible, has offered himself for re-election.                     | <b>Ordinary Resolution 4</b>                               |
| 6. To re-elect Ms Leaw Ai Lin, a Director who is retiring by rotation pursuant to Clause 76 of the Company’s Constitution and being eligible, has offered herself for re-election.                        | <b>Ordinary Resolution 5</b>                               |
| 7. To re-elect En. Fazrin Azwar Bin Md. Nor, a Director who is retiring pursuant to Clause 78 of the Company’s Constitution and being eligible, has offered himself for re-election.                      | <b>Ordinary Resolution 6</b>                               |
| 8. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 7</b>                               |

##### SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:

##### 9. Proposed Continuation in Office as Independent Non-Executive Directors

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| 9.1 “THAT approval be and is hereby given to Mr Wong Yoke Nyen, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.”  | <b>Ordinary Resolution 8</b> |
| 9.2 “THAT subject to the passing of the Ordinary Resolution 4, approval be and is hereby given to Mr Koo Hoong Kwan, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.” | <b>Ordinary Resolution 9</b> |

##### 10. Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

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| “THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby empowered to allot and issue shares in the Company from time to time, at such price, upon such terms and conditions and 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 to be issued pursuant to this resolution does not exceed 20% 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 on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting.” | <b>Ordinary Resolution 10</b> |
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“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees’ share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

12. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board of  
**BENALEC HOLDINGS BERHAD**

**WONG WAI FOONG** (MAICSA 7001358)(SSM PC No. 202008001472)

**LIM WEI LEE** (MAICSA 7064249)(SSM PC No. 202008004038)

Company Secretaries

Kuala Lumpur

Date: 28 August 2020

**NOTES:**

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 September 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the 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 Securities Industry (Central Depositories) Act 1991 ("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. 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 General Meeting 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, the proxy form must be deposited at the Share Registrar of the Company situated 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, 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.
  - (ii) By electronic means  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the conduct of the 14<sup>th</sup> AGM on the procedures for electronic lodgement of proxy form via TIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company situated 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, 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 not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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.
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 **Saturday, 26 September 2020 at 10.00 a.m.**
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the 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, Malaysia **OR** the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's share registrar.

The certificate of appointment of authorised representative should be executed in the following manner:

  - a. 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.
  - b. 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:
    - i. at least two (2) authorised officers, of whom one shall be a director; or
    - ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. **It is important that you read the Administrative Guide for the conduct of the 14<sup>th</sup> AGM.**
15. Shareholders are advised to check the Company's website at [www.benalec.com.my](http://www.benalec.com.my) and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

## EXPLANATORY NOTES:

1. Audited Financial Statements for the financial period from 1 July 2018 to 31 December 2019

The Audited Financial Statements in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to Section 340(1)(a) of the Companies Act 2016 ("the Act"). Hence, this Agenda item is not put forward for voting by shareholders of the Company.

2. Ordinary Resolution 1

Directors' fees for the financial period from 1 July 2018 to 31 December 2019

The proposed Ordinary Resolution 1 on the payment of Directors' fees of RM705,000 to Non-Executive Directors' fees in respect of the financial period from 1 July 2018 to 31 December 2019.

3. Ordinary Resolution 2

Directors' benefits for the period from 29 September 2020 until the next Annual General Meeting

Pursuant to Section 230(1) of the Act, any fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Proposed Ordinary Resolution 2 on the payment of Directors' benefits (excluding Directors' fees) of up to an aggregate amount of RM30,000 to the Non-Executive Directors from 29 September 2020 until the next Annual General Meeting of the Company. The Company is seeking shareholders' approval on the benefits/emoluments payable to the Non-Executive Directors as set out below, as and when incurred:

Description	Chairman (per meeting)	Members (per meeting)
Meeting Allowances	RM1,000	RM500
Other Benefits	<ul style="list-style-type: none"><li>• Medical and insurance coverage</li><li>• Other claimable benefits</li></ul>	

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

4. Ordinary Resolutions 3, 4, 5 and 6

Re-election of Directors

Dato' Leaw Seng Hai, Mr Koo Hoong Kwan, Ms Leaw Ai Lin and En. Fazrin Azwar Bin Md. Nor are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 14<sup>th</sup> AGM. The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

5. Ordinary Resolutions 7

Re-appointment of Auditors

The Board has through the Audit Committee, considered the re-appointment of BDO PLT as the 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 14<sup>th</sup> AGM are disclosed in the Audit Committee Report of the 2019 Annual Report.

6. Ordinary Resolutions 8 and 9

Proposed Continuation in Office as Independent Non-Executive Directors

- (i) *Ordinary Resolution 8 – Proposal for Mr Wong Yoke Nyen ("Mr Wong") to continue in office as Independent Non-Executive Director*

The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Wong and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications: -

- He was appointed on 5 October 2010 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Evaluation Committee, the Option Committee and the Board;
- His vast experiences and exposure in the areas of auditing, accountancy, management consultancy and corporate finance work would enable him to contribute effectively to the Board;
- He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board; and
- He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders.

His profile is on page 10 of the Annual Report 2019.

- (ii) *Ordinary Resolution 9 – Proposal for Mr Koo Hoong Kwan ("Mr Koo") to continue in office as Independent Non-Executive Director*

The Board had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Koo and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-

- He was appointed on 5 October 2010 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Evaluation Committee, the Option Committee and the Board;
- His experience as a consultant in wide-ranging business and financial advisory services would enable him to contribute effectively to the Board;
- He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board; and
- He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders.

His profile is on page 12 of the Annual Report 2019.

7. Ordinary Resolution 10

Authority to issue shares pursuant to Sections 75 and 76 of the Act  
The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 14<sup>th</sup> AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Thirteenth Annual General Meeting of the Company held on 28 November 2018 (hereinafter referred to as the "Previous Mandate").

The purpose to renew the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting.

This authority unless revoked or varied by the Company in the general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any 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.

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 Thirteen Annual General Meeting held on 28 November 2018. The Previous Mandate will lapse at the conclusion of the 14<sup>th</sup> AGM.

Bursa Malaysia Securities Berhad pursuant to its official letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "20% General Mandate"). In addition, Bursa Malaysia Securities Berhad also accorded that issuance of new shares by the listed issuance may be utilised by 31 December 2021 (hereinafter referred to as the "Extended Utilisation Period").

The 20% General Mandate, unless such approval is revoked or varied by the Company at a general meeting, would expire at the end of the Extended Utilisation Period.

After having considered all aspects of the 20% General Mandate, the Board of Directors was of the opinion that the adoption of the 20% General Mandate would be in a best interest of the Company and its shareholders, on the following basis:-

Amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak, this 20% General Mandate provide the Company flexibility to raise funds quickly and efficiently during this challenging time to meet its funding requirements for working capital, operational expenditure or a new business opportunity.

The Extended Utilisation Period provide additional relief to the Company cashflow to support the business operations in view of the tougher economic environment arose from the COVID-19 outbreak.

8. Ordinary Resolution 11

Proposed Renewal of Authority for Share Buy-Back

The proposed Ordinary Resolution 11, if passed, will provide a mandate for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting. Please refer to the Circular to Shareholders in relation to the Proposed Renewal of the Share Buy-Back Authority dated 28 August 2020 for further details.



## **BENALEC HOLDINGS BERHAD**

Company No. 200501020529 (702653-V)  
(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE**

#### **FOR THE SHAREHOLDERS OF BENALEC HOLDINGS BERHAD**

Dear Valued Shareholders,

##### **COVID-19 Outbreak Safety Measures**

1. In view of the COVID-19 outbreak, your safety remains our utmost priority. This Administrative Guide is necessary to introduce safety measures and control for the well-being of our shareholders as well as to enable the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.
2. As a precautionary measure, the Company reserves the right to limit the number of attendees including invited guests to be physically present at the venue of the Fourteenth Annual General Meeting ("14<sup>th</sup> AGM").

##### **Public Health Precaution and Preventive Measures**

3. In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests could take all the necessary precaution and preventive measures as issued by the Ministry of Health when attending the 14<sup>th</sup> AGM.
4. If you have travelled overseas, especially to the affected countries in the past 14 days from the date of the 14<sup>th</sup> AGM or have been in contact with a COVID-19 affected person or if you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please quarantine yourself at home. Under such circumstances, your attendance in person at the 14<sup>th</sup> AGM will be denied. You are hereby strongly advised and encouraged to submit your Proxy Form prior to the 14<sup>th</sup> AGM.

Before the 14<sup>th</sup> AGM:

- i. At the entrance of venue of meeting and before a shareholder, proxy or an invited guest can proceed to the registration counter, he/she will have to go through a compulsory body temperature screening and will be required to provide his/her health declaration, specifically to facilitate the Company in preventing any potential spread of COVID-19.

##### **Procedures to be observed:**

- You will NOT be allowed to enter venue of meeting if your body temperature is above 37.5°C or if you experience any symptoms of being unwell.
  - You will be required to provide health declaration prior to entering venue of meeting
- ii. Wearing a face mask in advance and throughout the 14<sup>th</sup> AGM proceedings is necessary. Please be informed that the Company will not be providing face masks.
  - iii. We strongly advise you to frequently wash your hands and use the hand sanitiser before and after the 14<sup>th</sup> AGM. Hand sanitiser will be provided by the Company.

##### **Proxy**

5. If a shareholder is not able to attend the 14<sup>th</sup> AGM on 28 September 2020, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. Please submit your Proxy Form to the Company's Share Registrar situated 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, 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. In the case of electronic appointment, the proxy form must be deposited via TIIH Online website at <https://tiih.online> no later than Saturday, 26 September 2020 at 10.00 a.m.

## ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

	Procedure	Action
a	Register as a User with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.</li><li>If you are already a user with TIIH Online, you are not required to register again.</li></ul>
b	Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li><li>Select the corporate event: "Submission of Proxy Form".</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration</li><li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li><li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li><li>Review and confirm your proxy(s) appointment.</li><li>Print proxy form for your record.</li></ul>

### Inquiry

6. If you have any enquiry prior to the 14<sup>th</sup> AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

**Benalec Holdings Berhad**

Telephone Number: +603 5569 7366 / 8366 / 9366  
PIC Name: Michelle Lim Wei Lee /  
Izzati Nadiah Binti Ibrahim  
Fax Number: +603-5569 0366  
Email: [michelle.lim@benalec.com.my](mailto:michelle.lim@benalec.com.my) /  
[izzati.nadiah@benalec.com.my](mailto:izzati.nadiah@benalec.com.my)

**Tricor Investor & Issuing House Services Sdn. Bhd.**

Telephone Number: +603 2783 9299 (General Line)  
Ms Esther Loo +603 2783 9293  
Fax Number: +603 2783 9222  
E-mail [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Thank you.



<b>CDS Account No.</b>	
<b>No. of shares held</b>	

I/We ..... Tel: .....

NRIC no./Company No. ....  
[Full name in block, NRIC no./Company no. and telephone number]

of .....

being a member/members of BENALEC HOLDINGS BERHAD, hereby appoint:-

<b>Full Name (in block)</b>	<b>NRIC / Passport No.</b>	<b>Proportion of Shareholdings</b>	
<b>Address</b>		<b>No. of Shares</b>	<b>%</b>

and/or (delete as appropriate)

<b>Full Name (in block)</b>	<b>NRIC / Passport No.</b>	<b>Proportion of Shareholdings</b>	
<b>Address</b>		<b>No. of Shares</b>	<b>%</b>

or failing him/her, \*the Chairman of the Meeting as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the **Fourteenth Annual General Meeting ("14<sup>th</sup> AGM")** of the Company to be held at the **Glenmarie Ballroom, Lobby Level, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Monday, 28 September 2020 at 10.00 a.m.** or any adjournment thereof, and to vote as indicated below:-

NO.	ORDINARY BUSINESS	RESOLUTION	FOR	AGAINST
1.	Approval of Directors' fees of RM705,000 to the Non-Executive Directors for the financial period from 1 July 2018 to 31 December 2019	Ordinary Resolution 1		
2.	Approval of Directors' benefits up to an aggregate amount of RM30,000 to the Non-Executive Directors for the period from 29 September 2020 until the next Annual General Meeting	Ordinary Resolution 2		
3.	Re-election of Dato' Leaw Seng Hai as Director pursuant to Clause 76 of the Company's Constitution	Ordinary Resolution 3		
4.	Re-election of Mr Koo Hoong Kwan as Director pursuant to Clause 76 of the Company's Constitution	Ordinary Resolution 4		
5.	Re-election of Ms Leaw Ai Lin as Director pursuant to Clause 76 of the Company's Constitution	Ordinary Resolution 5		
6.	Re-election of En. Fazrin Azwar Bin Md. Nor as Director pursuant to Clause 78 of the Company's Constitution	Ordinary Resolution 6		
7.	Re-appointment of BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration	Ordinary Resolution 7		
<b>SPECIAL BUSINESS</b>				
8.	Proposed continuation in office of Mr Wong Yoke Nyen as Independent Non-Executive Director	Ordinary Resolution 8		
9.	Proposed continuation in office of Mr Koo Hoong Kwan as Independent Non-Executive Director	Ordinary Resolution 9		
10.	Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	Ordinary Resolution 10		
11.	Proposed Renewal of authority for Share Buy-Back	Ordinary Resolution 11		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy/proxies will vote or abstain as he/they may think fit.

Signed this ..... day of ....., 2020.

.....  
Signature of Shareholder/Common Seal

\* Manner of execution:

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - at least two (2) authorised officers, of whom one shall be a director; or
  - any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

**NOTES:**

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 September 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the 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 Securities Industry (Central Depositories) Act 1991 ("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. 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 General Meeting 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, the proxy form must be deposited at the Share Registrar of the Company situated 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, 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.
  - (ii) By electronic means  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the conduct of the 14<sup>th</sup> AGM on the procedures for electronic lodgement of proxy form via TIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company situated 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, 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 not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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.
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 **Saturday, 26 September 2020 at 10.00 a.m.**
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the 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, Malaysia **OR** the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's share registrar.  
The certificate of appointment of authorised representative should be executed in the following manner:
  - a. 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.
  - b. 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:
    - i. at least two (2) authorised officers, of whom one shall be a director; or
    - ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. **It is important that you read the Administrative Guide for the conduct of the 14<sup>th</sup> AGM.**
15. Shareholders are advised to check the Company's website at [www.benalec.com.my](http://www.benalec.com.my) and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

Fold Here

Affix  
stamp

The Share Registrar

**BENALEC HOLDINGS BERHAD**  
Company No. 200501020529 (702653-V)

**c/o 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

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