

NOTICE OF ANNUAL GENERAL MEETING



BINTULU PORT HOLDINGS BERHAD
REGISTRATION NO. 199601008454 (380802-T)
(INCORPORATED IN MALAYSIA)

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting (“AGM”) of Bintulu Port Holdings Berhad (“the Company”) will be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 28 April 2022 at 10.00 a.m. for the following purposes:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note A)
2. To approve the payment of Directors’ Fees of up to RM1,877,200.00 for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies. **(Resolution 1)**
(Please refer to Explanatory Note B)
3. To approve the payment of Directors’ benefits payable of up to RM882,500.00 for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies. **(Resolution 2)**
(Please refer to Explanatory Note C)
4. To re-elect the following Directors who retire pursuant to Clause 24.5 of the Company’s Constitution and, being eligible, have offered themselves for re-election:
 - i. **Dato Sri Fong Joo Chung** **(Resolution 3)**
 - ii. **Datuk Nozirah binti Bahari** **(Resolution 4)**
 - iii. **(Dr.) Salihin bin Abang** **(Resolution 5)***(Please refer to Explanatory Note D)*
5. To re-elect the following Directors who retire pursuant to Clause 24.12 of the Company’s Constitution and, being eligible, have offered themselves for re-election:
 - i. **Dato’ Abdul Mutalib bin Alias** **(Resolution 6)**
 - ii. **Mohamed Syazwan bin Abdullah @ Laga** **(Resolution 7)**
 - iii. **Hasmawati binti Sapawi** **(Resolution 8)***(Please refer to Explanatory Note E)*
6. To re-appoint Messrs. Ernst & Young PLT, the retiring Auditors, as the Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **(Resolution 9)**
(Please refer to Explanatory Note F)
7. To transact any other business for which due notice has been given in accordance to Section 340(1) (d) of the Companies Act 2016 and the Company’s Constitution.

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FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 26th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Malaysia Depository") in accordance with Clause 22.16 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors ("ROD") as at **18 April 2022**. Only a depositor whose name appears on the ROD as at **18 April 2022** shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

By Order of the Board,

ROSLI BIN IDRIS

(MIA15730) (SSM Practising Certificate No.: 201908003924)

SHARIFAH RAFIDAH BINTI WAN MANSOR

(LS0009456) (SSM Practising Certificate No.: 201908003039)

Company Secretaries

Bintulu, Sarawak

31 March 2022

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. IMPORTANT NOTICE

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 meeting to be present at the main venue of the meeting.

Shareholders will not be allowed to attend this 26th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository to make available to the Company, the ROD as at **18 April 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
- 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 Bursa Malaysia.
- Where a member of the Company is an authorised nominee as defined in the SICDA, 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.
- 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 SICDA which is exempted from compliance with the provisions of Section 25A(1) of SICDA.
- 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.

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10. A member who has appointed a proxy or attorney or authorised representative to participate at AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tjih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.
11. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

In hard copy form –

In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic means –

The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Form of Proxy via TIIH Online.

12. Please ensure ALL the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
13. Last date and time for lodging this Form of Proxy is **10.00 a.m., 26 April 2022 (Tuesday)**.
14. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
15. 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.
16. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES TO THE NOTICE OF AGM

Explanatory Note A

17. The Audited Financial Statements is laid in accordance with Section 340(1)(a) of the Companies Act 2016 and meant for discussion only as the Audited Financial Statements do not require shareholders' approval under the provision of Section 251(1) of the Companies Act 2016. As such, this Agenda item is not to be put forward for voting.

Explanatory Note B for Resolution 1

18. Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors, and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.
19. During the previous 25th AGM of the Company held on 28 April 2021, approval was given by the Shareholders for the payment of Directors' fees and benefits payable starting from 1 May 2021 until the next AGM of the Company in 2022.
20. Resolution 1: To approve the payment of Directors' fees of up to **RM1,877,200.00** for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies.

The estimated amount of up to **RM1,877,200.00** for the payment of Directors' fees to the Non-Executive Directors of the Company is based on the following:

Company	Designation	Director's Fees per Month (RM)
Bintulu Port Holdings Berhad	Chairman	12,000.00
	Non-Executive Directors (Members)	8,500.00
Bintulu Port Sdn Bhd/Biport Bulkers Sdn Bhd/ Samalaju Industrial Port Sdn Bhd (Subsidiaries)	Chairman	6,000.00
	Non-Executive Directors (Members)	4,200.00

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Explanatory Note C for Resolution 2

21. **Resolution 2:** To approve the payment of Directors' benefits payable of up to **RM882,500.00** for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies.

The estimated amount of up to **RM882,500.00** for the Directors' benefits payable to the Non-Executive Directors of the Company is based on the following:

Allowances and Benefits	Chairman	Members
Meeting Allowance (Per Meeting)		(RM)
Bintulu Port Holdings Berhad Board	3,000.00	2,000.00
*Audit and Risk Committee	2,000.00	1,500.00
Nomination and Remuneration Committee	2,000.00	1,500.00
Finance and Investment Committee	2,000.00	1,500.00
*Risk Committee	2,000.00	1,500.00
Bintulu Port Sdn. Bhd. Board	2,000.00	1,500.00
Biport Bulkers Sdn. Bhd. Board	2,000.00	1,500.00
Samalaju Industrial Port Sdn. Bhd. Board	2,000.00	1,500.00
Monthly Fixed Allowance	4,500.00 per month	Not Applicable
Other Benefits	Medical coverage, travel and other claimable benefits	

* Note: The separation of the Audit and Risk Committee (ARC) of Bintulu Port Holdings Berhad into **Audit Committee (AC)** and **Risk Committee (RC)** was approved in Special Board of Directors' Meeting No. 9/2021 held on 28 September 2021.

Explanatory Note D for Resolutions 3, 4, and 5

22. Clause 24.5 of the Company's Constitution expressly states that an election of Directors shall take place each year. At every AGM, one-third of the Directors (whether Government Appointed Directors or not) who are subject to retirement by rotation or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office, and if there is only one (1) Director who is subject to retirement by rotation, he shall retire PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years.
23. Pursuant to Clause 24.5, the following are the Directors retiring and standing for re-election at the 26th AGM:
- i. Dato Sri Fong Joo Chung **(Resolution 3)**
 - ii. Datuk Nozirah binti Bahari **(Resolution 4)**
 - iii. (Dr.) Salihin bin Abang **(Resolution 5)**

Explanatory Note E for Resolutions 6, 7, and 8

24. Clause 24.12 of the Company's Constitution expressly states that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting of the company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Provided that if the vacancy should arise from the resignation or removal of a Director representing the Special Shareholder, the vacancy shall be filled by a person nominated by the Special Shareholder.
25. Pursuant to Clause 24.12, the following Directors are standing for re-election at the 26th AGM:
- i. Dato' Abdul Mutalib bin Alias **(Resolution 6)**
 - ii. Mohamed Syazwan bin Abdullah @ Laga **(Resolution 7)**
 - iii. Hasmawati binti Sapawi **(Resolution 8)**
26. The profiles of the Directors standing for re-elections are provided on pages 66, 68, 69, 71, 74 and 75 of the Board of Directors' Profile in the Integrated Annual Report 2021.

Explanatory Note F for Resolution 9

27. Pursuant to Section 271(3)(b) of the Companies Act 2016, shareholders shall appoint Auditors who shall hold office until the conclusion of the next AGM in 2023. The current Auditors have expressed their willingness to continue in office and the Board of Directors has recommended their reappointment. The shareholders shall consider this resolution and to authorise the Board of Directors to determine their remuneration thereof.
28. The Audit Committee and the Board of Directors of Bintulu Port Holdings Berhad have considered the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company and collectively agreed that Messrs. Ernst & Young PLT has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

ADMINISTRATIVE GUIDE FOR THE 26TH ANNUAL GENERAL MEETING (“AGM”)

Date : Thursday, 28 April 2022
 Time : 10.00 a.m.
 Broadcast Venue : Tricor Business Centre
 Gemilang Meeting Room
 Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

MODE OF MEETING

The 26th Annual General Meeting (“AGM”) will be conducted entirely through live streaming from the Broadcast Venue and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIIH Online website at <https://tiih.online>.

The Broadcast Venue 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. Shareholders **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 26th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate the 26th AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

Procedure	Action
BEFORE THE AGM DAY	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b) Submit your request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. on Thursday, 31 March 2022 up to 10.00 a.m. on Tuesday, 26 April 2022. Login with your user ID and password and select the corporate event: “(REGISTRATION) BINTULU PORT HOLDINGS BERHAD 26th AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 18 April 2022, the system will send you an e-mail to approve or reject your registration for remote participation.

Procedure	Action
ON THE DAY OF THE AGM	
(c) Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 26th AGM at any time from 9.00 a.m. i.e. one hour before the commencement of the AGM on Thursday, 28 April 2022 at 10.00 a.m.
(d) Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) BINTULU PORT HOLDINGS BERHAD 26th AGM” to engage in the proceedings of the 26th AGM remotely. If you have any question for the Chairperson/ Board, you may use the query box to transmit your question. The Chairperson/Board will endeavor to respond to questions submitted by remote participants during the 26th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e) Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Thursday, 28 April 2022 until a time when the Chairperson announces the completion of the voting session of the 26th AGM. Select the corporate event: “(REMOTE VOTING) BINTULU PORT HOLDINGS BERHAD 26th AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f) End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairperson on the closure of the 26th AGM, the live streaming will end.

Shareholders who appoint proxies to participate via RPV in the 26th AGM must ensure that the duly executed Form of Proxies are deposited in a hard copy form or by electronic means to Tricor no later than **Tuesday, 26 April 2022 at 10.00 a.m.**

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor not later than **Tuesday, 26 April 2022 at 10.00 a.m.** to participate via RPV in the 26th AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Tuesday, 26 April 2022 at 10.00 a.m.** to participate via RPV in the AGM.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this Annual General Meeting via RPV must request his/her proxy or attorney or authorized representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

As the 26th AGM is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

ADMINISTRATIVE GUIDE FOR THE 26TH ANNUAL GENERAL MEETING (“AGM”)

Note to users of the RPV facilities:

1. Should your application to join the meeting be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Form of Proxy electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
STEP FOR INDIVIDUAL SHAREHOLDER	
(a) Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b) Proceed with submission of Form of Proxy	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: “BINTULU PORT HOLDINGS BERHAD 26th AGM: Submission of Form of Proxy”.• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print Form of Proxy for your record.
STEPS FOR CORPORATION OR INSTITUTIONAL SHAREHOLDERS	
(a) Register as a User with TIIH Online	<ul style="list-style-type: none">• Access TIIH Online at https://tiih.online.• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”.• Complete the registration form and upload the required documents.• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.• Proceed to activate your account with the temporary password given in the email and re-set your own password. Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.
(b) Proceed with submission of Form of Proxy	<ul style="list-style-type: none">• Login to TIIH Online at https://tiih.online.• Select the corporate exercise name: “BINTULU PORT HOLDINGS BERHAD 26th AGM: Submission of Proxy Form”.• Agree to the Terms & Conditions and Declaration.• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.• Prepare the file for the appointment of proxies by inserting the required data.• Login to TIIH Online, select corporate exercise name: “BINTULU PORT HOLDINGS BERHAD 26th AGM: Submission of Proxy Form”.• Proceed to upload the duly completed proxy appointment file.• Select “Submit” to complete your submission.• Print the confirmation report of your submission for your record.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 26th AGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Tuesday, 26 April 2022 at 10.00 a.m.** The Board will endeavor to answer the questions received at the AGM.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 26th AGM since the meeting is being conducted on a fully virtual basis.

Bintulu Port Holdings Berhad would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Monday to Friday from 9.00 a.m. to 5.00 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com

Contact persons:

1. Mr. Mohd Kamal Bin Mohd Din
+6 03-2783 9237
kamal.mohd@my.tricorglobal.com
2. Mr. Muhammad Ashraff Bin Mohd Khaizan
+6 03-2783 9276
Muhammad.Ashraff@my.tricorglobal.com

FORM OF PROXY



BINTULU PORT HOLDINGS BERHAD
REGISTRATION NO. 199601008454 (380802-T)
(INCORPORATED IN MALAYSIA)

Number of Shares Held	:	
CDS Account No.	:	

I / We _____ NRIC/Company No _____
of (full address) _____
being a member / members of Bintulu Port Holdings Berhad ("the **Company**") hereby appoint* _____
_____ NRIC/Passport No _____
of _____
and/or* failing him/her* _____ NRIC/Passport No _____
of _____

or failing him/her*, the Chairman of the Meeting as my/our* proxy, to vote for me/us* and my/our* behalf, at the Twenty-Sixth (26th) Annual General Meeting ("AGM") of the Company to be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 28 April 2022 at 10.00 a.m. or any adjournment thereof. My/our proxy is to vote as indicated below:

No.	Resolutions	For	Against
1.	To approve the payment of Directors' Fees of up to RM1,877,200.00 for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies. (Resolution 1)		
2.	To approve the payment of Directors' benefits payable of up to RM882,500.00 for the period from April 2022 to the next AGM of the Company in 2023 to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies. (Resolution 2)		
3.	To re-elect the following Directors who retire pursuant to Clause 24.5 of the Company's Constitution and, being eligible, have offered themselves for re-election: i. Dato Sri Fong Joo Chung ii. Datuk Nozirah binti Bahari iii. (Dr.) Salihin bin Abang (Resolution 3) (Resolution 4) (Resolution 5)		
4.	To re-elect the following Directors who retire pursuant to Clause 24.12 of the Company's Constitution and being eligible, have offered themselves for re-election: i. Dato' Abdul Mutalib bin Alias ii. Mohamed Syazwan bin Abdullah @ Laga iii. Hasmawati binti Sapawi (Resolution 6) (Resolution 7) (Resolution 8)		
5.	To re-appoint Messrs. Ernst & Young PLT , the retiring Auditors, as the Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. (Resolution 9)		

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstain from voting.

For appointment of proxies. Percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
First Named Proxy:		
Second Named Proxy:		
Total		100%

Dated this _____ day of _____ 2022

Signature(s) of Member(s) and / or Common Seal

*Delete where not applicable

1. **IMPORTANT NOTICE**

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 meeting to be present at the main venue of the meeting.

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Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository to make available to the Company, the ROD as at **18 April 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
5. 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 Bursa Malaysia.
6. Where a member of the Company is an authorised nominee as defined in the SICDA, 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.
7. 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.
8. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A (1) of the SICDA.
9. 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.
10. A member who has appointed a proxy or attorney or authorised representative to participate at AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.
11. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

2. **FOLD THIS FLIP TO SEAL**

AFFIX STAMP
HERE

The Share Registrar

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.

197101000970 (11324-H)

Unit 32-01, Level 32, Tower A
Vertical Business Suite Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

1. **FOLD HERE**

In hard copy form –

In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic means –

The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Form of Proxy via TIH Online.

12. Please ensure ALL the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
13. Last date and time for lodging this Form of Proxy is **10.00 a.m., 26 April 2022 (Tuesday)**.
14. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
15. 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.
16. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.