



**BINTULU PORT HOLDINGS BERHAD**  
Company No.: 199601008454 (380802-T)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 24<sup>th</sup> Annual General Meeting (AGM) of Bintulu Port Holdings Berhad ("the Company") will be conducted entirely through live streaming from the Broadcast Venue at Tricor Leadership Room, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Monday, 29 June 2020 at 6.00 p.m. for the following purposes: -

**Agenda**

**Ordinary Business**

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.

*(Please refer to Explanatory Note A)*

2. To approve the payment of Directors' Fee amounting **RM144,400.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the month of May 2020 as follows: -

**(Resolution 1)**

- i. the payment of Directors' fees amounting **RM97,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- ii. the payment of Directors' fees amounting **RM47,400.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

*(Please refer to Explanatory Note B)*

3. To approve the payment of Directors' benefits payable amounting **RM44,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the month of May 2020 as follows: - **(Resolution 2)**

- i. the estimated Directors' benefits payable amounting **RM27,500.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- ii. the estimated Directors' benefits payable amounting **RM16,500.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

*(Please refer to Explanatory Note C)*

4. To approve the payment of Directors' Fee amounting **RM1,732,800.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the year 2020 starting from June 2020 until the next AGM of the Company in 2021 as follows: - **(Resolution 3)**

- i. the payment of Directors' fees amounting **RM1,164,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- ii. the payment of Directors' fees amounting **RM568,800.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

*(Please refer to Explanatory Note D)*

5. To approve the payment of Directors' benefits payable amounting **RM643,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the year 2020 starting from June 2020 until the next AGM of the Company in 2021 as follows: - **(Resolution 4)**

- i. the payment of Directors' benefits payable amounting **RM478,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- ii. the payment of Directors' benefits payable amounting **RM165,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

*(Please refer to Explanatory Note E)*

6. 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. **Gen. Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Hj. Zainuddin (R)** (Resolution 5)
  - ii. **Tan Sri Datuk Amar Mohamad Morshidi bin Abdul Ghani** (Resolution 6)
  - iii. **Datuk Nasarudin bin Md Idris** (Resolution 7)
- 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. **Tan Sri Dr. Ismail bin Hj. Bakar** (Resolution 8)
  - ii. **Puan Zakiah binti Jaafar** (Resolution 9)
- (Please refer to Explanatory Note F)*
7. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 10)
- (Please refer to Explanatory Note G)*
8. 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.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 24<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa 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 22 June 2020. Only a depositor whose name appears on the ROD as at 22 June 2020 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

3 June 2020

## 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 24th Annual General Meeting (“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 TIIH Online website at <https://tiih.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 Sdn. Bhd. to make available to the Company, the Record of Depositors as at 22 June 2020. 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 Annual 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 Annual General Meeting.
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 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.

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. 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.
8. 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.
9. 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://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.
10. 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://tiih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Form of Proxy via TIIH Online.

11. Please ensure ALL the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
12. Last date and time for lodging this Form of Proxy is 6.00 p.m., 27 June 2020 (Saturday).

13. 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. 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.
14. 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 Note A

15. 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 and C for Resolutions 1 and 2

16. **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.
17. During the previous 23<sup>rd</sup> AGM of the Company held on 22 April 2019, approval was given by the Shareholders for the payment of Directors' fees and benefits payable starting from 23 April 2019 until the next AGM of the Company in 2020. In this respect, the approved Directors' fees and benefits payable abovementioned were calculated only up to April 2020, which is naturally the month during which the Company held its AGM.
18. Due to the recent COVID-19 pandemic and the Government's Movement Control Order (MCO), the scheduled AGM of the Company in April 2020 had to be postponed.
19. It has been agreed that retrospective shareholders' approval shall be sought at the 24<sup>th</sup> AGM on the Directors' fees and benefits payable for the month of May 2020.
20. **Resolution 1:** Retrospective shareholders' approval is to be sought on the payment of Directors' fees up to an amount of **RM144,400.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the month of May 2020 as follows: -
  - (i) the payment of Directors' fees amounting **RM97,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
  - (ii) the payment of Directors' fees amounting **RM47,400.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

The estimated amount of **RM144,400.00** 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)
<b>BPHB</b>	Chairman	12,000.00
	Non-Executive Directors (Members)	8,500.00
<b>BPSB / BBSB / SIPSB (Subsidiaries)</b>	Chairman	6,000.00
	Non-Executive Directors (Members)	4,200.00

**Resolution 2:** Retrospective shareholders' approval is to be sought on the payment of Directors' benefits payable up to an amount of **RM44,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the month of May 2020 as follows: -

- (i) the estimated Directors' benefits payable amounting **RM27,500.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- (ii) the estimated Directors' benefits payable amounting **RM16,500.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

The estimated amount of **RM44,000.00** for the Directors' benefits payable to the Non-Executive Directors of the Company is based on the following: -

Allowances and Benefits	Chairman	Members
<b>Meeting Allowance (Per Meeting)</b>	<b>(RM)</b>	
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
Bintulu Port Sdn. Bhd. Board	2,000.00	1,500.00
Biport Bulkiers 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	



## Explanatory Note D and E for Resolutions 3 and 4

21. **Resolution 3:** Shareholders' approval is to be sought on the payment of Directors' fees up to an amount of **RM1,732,800.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the year 2020 starting from June 2020 until the next Annual General Meeting (AGM) of the Company in 2021, as follows: -

- (i) the payment of Directors' fees amounting **RM1,164,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- (ii) the payment of Directors' fees amounting **RM568,800.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

The estimated amount of **RM1,732,800.00** for the payment of Directors' fees to the Non-Executive Directors of the Company is based on the following: -

Company / Committee	Designation	Director's Fees per Month (RM)
BPHB	Chairman	12,000.00
	Non-Executive Directors (Members)	8,500.00
BPSB / BBSB / SIPSB (subsidiaries)	Chairman	6,000.00
	Non-Executive Directors (Members)	4,200.00

**Resolution 4:** Shareholders' approval is to be sought on the payment of Directors' benefits payable up to an amount of **RM643,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad Group of Companies for the year 2020 starting from June 2020 until the next Annual General Meeting (AGM) of the Company in 2021, as follows: -

- (i) the estimated Directors' benefits payable amounting **RM478,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad; and
- (ii) the estimated Directors' benefits payable amounting **RM165,000.00** to the Non-Executive Directors of Bintulu Port Holdings Berhad's Subsidiaries.

The estimated amount of **RM643,000.00** for the Directors' benefits payable to the Non-Executive Directors of the Company is based on the following: -

Allowances and Benefits	Chairman	Members
<b>Meeting Allowance (Per Meeting)</b>	<b>(RM)</b>	
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
Bintulu Port Sdn. Bhd. Board	2,000.00	1,500.00
Biport Bulkiers 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	

#### **Explanatory Note F for Resolutions 5, 6, 7, 8 and 9**

22. Clause 24.5 of the Company's Constitution expressly states that an election of Directors shall take place each year. At every Annual General Meeting, 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. 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.

24. Pursuant to Clause 24.5, **Gen. Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Hj. Zainuddin (R), Tan Sri Datuk Amar Mohamad Morshidi bin Abdul Ghani** and **Datuk Nasarudin bin Md Idris** are standing for re-election at the 24<sup>th</sup> AGM.
25. Pursuant to Clause 24.12, **Tan Sri Dr. Ismail bin Hj. Bakar** and **Puan Zakiah binti Jaafar** are standing for re-elections at the 24<sup>th</sup> AGM.
26. The profiles of the Directors standing for re-elections are provided on pages 60 – 63 of the Board of Directors' Profile in the 2019 Integrated Annual Report.

#### **Explanatory Note G for Resolution 10**

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 2021. 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 and Risk 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.