

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifteenth (15th) Annual General Meeting ("AGM") of Majuperak Holdings Berhad ("MHB" or "the Company") will be held at Aman Jaya Convention Centre, Casuarina @ Meru Hotel, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan on **Monday, 25 June 2018 at 11.00 a.m.**

## AGENDA

### As ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017, together with Directors' Reports and Auditors' Report thereon. (Please refer to Note 1)
2. To approve the payment of Directors' Fees of RM386,250 for the financial year ended 31 December 2017. (Ordinary Resolution 1)
3. To approve the payment of Directors' benefits (excluding Directors' Fee) to Non-Executive Directors up to an amount of RM150,000 from 26 June 2018 until the next AGM of the Company. (Ordinary Resolution 2)
4. To re-elect the following Directors retiring in accordance with Article 84 of the Company's Articles of Association and who being eligible offer themselves for re-election:-
  - 4.1 Y.Bhg. Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas (Ordinary Resolution 3)
  - 4.2 Y.Bhg. Dato' Aminuddin Bin Md Desa (Ordinary Resolution 4)
  - 4.3 Y.B. Dato' Mohd Azhar Bin Jamaluddin (Ordinary Resolution 5)
5. To re-appoint Messrs AljeffriDean as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

As **SPECIAL BUSINESS**, to consider and, if thought fit, pass the following Resolutions:

### 6. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

- 6.1 Subject to his re-election as Director, Y.Bhg. Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. (Ordinary Resolution 7)
- 6.2 That Tuan Haji Mustapha Bin Mohamed who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. (Ordinary Resolution 8)

7. **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 9)

“That, subject to the Companies Act, 2016 and the Company's Articles and Association and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”), Securities Commission and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier.”

8. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 10)

“That, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries shall be mandated to enter into the category of Recurrent Related Party Transactions of a Revenue or Trading Nature as specified in Item 2.1 of the Circular dated 30 April 2018 subject further to the following:

- (i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) the Proposed Shareholders' Mandate shall apply in respect of the Recurrent Related Party Transactions to be entered into from 25 June 2018 to the next Annual General Meeting of the Company. The Proposed Shareholders' Mandate shall only continue to be in force until:
  - the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
  - the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; or
  - revoked or varied by a resolution passed by the shareholders in general meeting before the next Annual General Meeting,

whichever is earlier.

And that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate.”

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Thereafter, approval from shareholders for a renewal of the recurrent related party transactions mandate will be sought at each subsequent Annual General Meeting of the Company; and

- (iii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year and in the annual report for the subsequent financial year during which the Proposed Shareholders' Mandate is in force based on the type of recurrent transactions made and the names of the related parties involved in each type of the recurrent transactions made and their relationship with the listed issuer, provided that such transactions are made on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company on an arm's length basis; and
- (iv) the Directors and/or any of them be and are hereby authorised to complete and do such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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

By Order of the Board

CHAN YOKE YIN  
CHAN EOI LENG  
Secretaries  
Ipoh  
30 April 2018

### NOTES:

1. Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the Annual General Meeting and does not require shareholders' approval. Hence, Agenda 1 will not be put forward for voting.
2. Only members whose names appear on the Record of Depositors as at 18 June 2018 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies who may but need not be member/members of the Company to attend and vote in his/her stead. The appointed proxy/proxies must be at least 18 years old and above.
4. A member shall not be entitled to appoint more than two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

7. The instrument appointing a proxy must be deposited with the Company Secretaries at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.  
Faxed or emailed copies are not acceptable.
8. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Fifteenth Annual General Meeting will be put to vote on a poll.
9. The registration for the above Meeting will commence on Monday, 25 June 2018 at 9.30a.m.
10. For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original card of that other person.
11. Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

### EXPLANATORY NOTES TO SPECIAL BUSINESS:

#### A) ORDINARY RESOLUTIONS 1 & 2 – DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Companies Act, 2016 provides amongst others, that "fee" of the directors and "any benefits" payable to directors of a listed company shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two separate resolutions as follows:

##### **Resolution 1: Payment of Directors' Fee to Directors**

The Directors' Fee includes fee payable to the Chairman and members of the Board.

Based on the Nomination and Remuneration Committee's recommendation, the Board decided that the Directors' fee in respect of the financial year ended 31 December 2017 remained unchanged.

##### **Resolution 2: Payment of Directors' Benefit (excluding Directors' Fee) to Non-Executive Directors' from 26 June 2018 until the next AGM in year 2019.**

The Directors' Benefits (excluding Directors' Fee) comprise the allowance payable to the Chairman and members of the Board and are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

#### B) ORDINARY RESOLUTIONS 3, 4, 5 – RE-ELECTION OF DIRECTORS

Y.Bhg. Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas, Y.Bhg. Dato' Aminuddin Bin Md Desa and Y.B. Dato' Mohd Azhar Bin Jamaluddin are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM.

The Board has via the Nomination & Remuneration Committee had conducted an assessment on their effectiveness and contributions of the said retiring Directors including their skills, experience and strength in qualities and time commitment, has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors of the Annual Report 2017.

#### C) ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF EXTERNAL AUDITOR

The Audit Committee ("AC") had on 3 April 2018 deliberated the outcome of the annual assessment of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, particularly in the financial services sector, their audit work approach, and their ability to provide value added advice and services, as well as to perform the work within MHB Group's timeline by completing an assessment questionnaire. The AC in its assessment found Messrs. AljeffriDean to be sufficiently objective and independent. The Board therefore approved the AC's recommendation that the re-appointment of Messrs. AljeffriDean ("AljeffriDean") as External Auditors of the Company for the financial year ending 31 December 2018 be put forward for shareholder's approval at the AGM.

**D) ORDINARY RESOLUTIONS 7 & 8 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Ordinary Resolutions 7 & 8 if passed, will allow the Directors, Y.Bhg. Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas and Tuan Haji Mustapha Bin Mohamed to continue to hold office until the next Annual General Meeting of the Company as Independent Directors notwithstanding that they have served a cumulative term of more than nine (9) years.

In line with the Recommendation 4.2 of the Malaysian Code on Corporate Governance 2017, the Board on the recommendation of the Nomination and Remuneration Committee, after the annual assessment of the Directors' independence have recommended that Y.Bhg. Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas and Tuan Haji Mustapha Bin Mohamed who have served as Directors of the Company for a cumulative term of more than nine (9) years, be re-appointed as Independent Directors of the Company based on the following justifications:

- (i) They have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (ii) They remain independent and actively participate in board discussions and provide an independent and objective voice on the Board.
- (iii) They have in depth knowledge of the Company's business operations and he is committed to devote sufficient time and attention to the Company.
- (iv) They act in the best interest of all shareholders and will provide the check and balance to the Board.

**E) ORDINARY RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016**

The Ordinary Resolution 9, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting ("AGM") until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company ("Share Mandate"). This Share Mandate is a renewal of the general mandate that was approved by shareholders at the preceding AGM held on 26 May 2017. There were no funds raised from the general mandate that was approved at the preceding AGM. The renewal of the general mandate is to provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In addition, any delay arising from and cost involved in convening a general meeting to approve such issuance of shares should be eliminated. The Company will have to seek shareholders' approval at a general meeting to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

**F) ORDINARY RESOLUTION 10 - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Ordinary Resolution 10 if passed, will enable the MHB Group to enter into any of the recurrent transactions of a revenue or trading nature which are necessary for the MHB Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details of the Proposal are set out in the Circular to the Shareholders dated 30 April 2018 circulated together with this Annual Report.