

AlloyMtd

MTD ACPI ENGINEERING BERHAD

(Company No: 258836-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MTD ACPI Engineering Berhad ("**MTD ACPI**" or "**Company**") will be held at its Registered Office at 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Tuesday, 14 March 2017 at 9.30 a.m., or at any adjournment thereof ("**EGM**") for the purpose of considering and if though fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 20,318,144 ORDINARY SHARES OF SAUJANIKA SDN BHD ("SAUJANIKA"), REPRESENTING 100% EQUITY INTEREST IN SAUJANIKA, TO MTD CAPITAL BHD ("MTD CAPITAL") FOR A CASH CONSIDERATION OF RM14,816,559 ("PROPOSED DISPOSAL")

"**THAT** approval be and is hereby given for the Company to dispose its 100% equity interest in Saujanika to MTD Capital for a cash consideration of RM14,816,559 (Ringgit Malaysia Fourteen Million Eight Hundred Sixteen Thousand Five Hundred Fifty-Nine only), in accordance with the terms and conditions as stipulated in the conditional share sale agreement dated 8 November 2016 as amended by the supplemental share sale agreement dated 26 January 2017, where applicable entered into between the Company and MTD Capital.

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in order to give full effect to complete the Proposed Disposal and in the best interest of the Company."

By Order of the Board

CHAN BEE KUAN (MAICSA 7003851)
CHEONG WEI LING (MAICSA 7009208)
Company Secretaries

Selangor Darul Ehsan
24 February 2017

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 7 March 2017 shall be eligible to attend, speak and vote at the EGM or appoint proxy/proxies to attend, speak and vote on their stead at the EGM.*
- A member of the Company entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend, speak and vote in his stead at the EGM. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.*
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with 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 as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint multiple proxies in respect of each omnibus account it holds with ordinary shares of the Company standing to the credit of the said omnibus account.*
- The instrument appointing a proxy in the case of an individual member, shall be in writing under the hand of the appointer or his attorney duly authorised in writing or in the case of a corporate member, shall be either under its Common Seal or under the hand of an officer or attorney, duly authorised.*
- Where a member / authorised nominee appoints two (2) proxies or an Exempt Authorised Nominee appoints multiple proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan before 9.30 a.m. on 12 March 2017, not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof.*
- POLL VOTING**
The ordinary resolution will be put to vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.