



## MAH SING GROUP BERHAD

(Company No. 230149-P)

(Incorporated in Malaysia)

### NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting of Mah Sing Group Berhad (“**Mah Sing**” or “**Company**”) will be held at Penthouse Suite 1, Wisma Mah Sing, No. 163, Jalan Sungai Besi, 57100 Kuala Lumpur on Thursday, 15 June 2017 at 9.00 a.m., for the following purposes:-

#### AGENDA

##### As Ordinary Businesses:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors’ and Auditors’ Reports thereon.  
**(Please refer to Note A)**
2. To approve the declaration of a first and final single-tier dividend of 6.5 sen per ordinary share in respect of the financial year ended 31 December 2016. **(Resolution 1)**
3. To approve the Directors’ fees of RM126,000 for the financial year ended 31 December 2016. **(Resolution 2)**
4. To re-elect the following Directors who retire pursuant to Article 102 of the Company’s Articles of Association:-
  - (i) Ms Leong Yuet Mei **(Resolution 3)**
  - (ii) Mr Loh Kok Leong **(Resolution 4)**
5. To re-elect Datuk Ho Hon Sang, the Director retiring pursuant to Article 109 of the Company’s Articles of Association. **(Resolution 5)**
6. To re-appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration. **(Resolution 6)**  
**(Please refer to Note B)**

##### As Special Businesses:-

To consider and if thought fit, to pass the following ordinary resolutions:-

#### 7. RE-APPOINTMENT OF DIRECTOR

“THAT Jen. Tan Sri Yaacob Bin Mat Zain (R), who retires at the conclusion of this Twenty-Fifth Annual General Meeting of the Company, be and is hereby re-appointed as a Director of the Company.”

**(Resolution 7)**

8. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY**

(i) "THAT subject to passing of Resolution 7, Jen. Tan Sri Yaacob Bin Mat Zain (R), who has served as an Independent Non-Executive Director for more than 9 years, shall continue to act as an Independent Non-Executive Director of the Company."

**(Resolution 8)**

(ii) "THAT Captain Izaham Bin Abd. Rani (R), who has served as an Independent Non-Executive Director for more than 9 years, shall continue to act as an Independent Non-Executive Director of the Company."

**(Resolution 9)**

(iii) "THAT subject to passing of Resolution 4, Mr Loh Kok Leong, who has served as an Independent Non-Executive Director for more than 9 years, shall continue to act as an Independent Non-Executive Director of the Company."

**(Resolution 10)**

9. **AUTHORITY TO ALLOT SHARES**

"THAT subject always to the Companies Act, 2016, and the approval of the regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares to be issued during the preceding 12 months pursuant to this resolution does not exceed 10% 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 the approval from Bursa Malaysia Securities Berhad for listing of and quotation for the additional shares so allotted AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company after the approval was given, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier."

**(Resolution 11)**

10. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTION 2.3.1 OF THE CIRCULAR TO SHAREHOLDERS OF THE COMPANY DATED 28 APRIL 2017 ("**CIRCULAR**")**

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("**Mah Sing Group**") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of Mah Sing Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as specified in Section 2.3.1 of the Circular, which are necessary for the day-to-day operations of Mah Sing Group provided that the transactions are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public as well as are not detrimental to the minority shareholders of the Company and such approval, shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("**Act**") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**(Resolution 12)**

#### 11. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"THAT subject to the Companies Act, 2016, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any applicable laws, regulations and guidelines issued by other regulatory authorities, and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase and/or hold such amount of its ordinary shares on the market of Bursa Securities at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the best interest of the Company ("**Proposed Share Buy-Back**") provided that:-

- (a) the aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at time of purchase(s);
- (b) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available up to the transaction date of the Proposed Share Buy-Back;
- (c) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:
  - (i) to cancel the shares so purchased; or
  - (ii) to retain the shares so purchased as treasury shares which may be distributed as share dividends to the shareholders of the Company and/or to be resold on the market of Bursa Securities; or
  - (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder; or

- (iv) any combination of the three above or to deal with the treasury shares in the manner allowed by the Companies Act 2016.

AND THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at a general meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but not as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities, relevant requirements and guidelines.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, variation, modification and/or amendment as may be required by any relevant authorities and to deal with all matters relating thereto and take all steps and do all acts and things in any manner as they may deem necessary in connection with the Proposed Share Buy-Back in the best interest of the Company."

**(Resolution 13)**

- 12. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

YANG BAO LING (MAICSA 7041240)  
KUAN HUI FANG (MIA 16876)  
Company Secretaries

Kuala Lumpur  
28 April 2017

**NOTES:**

- (i) A member entitled to attend and vote at this meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend and vote in his/her place. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (ii) The power of attorney or a notarially certified copy thereof or the Form of Proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, it must be executed under its seal or under the hand of its officer or its attorney duly authorised on its behalf.

- (iii) Where a member or the authorised nominee appoints more than one (1) proxy (subject always to a maximum of two (2) proxies of each meeting), or where an exempt authorised nominee appoints two (2) or more proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (iv) The Form of Proxy together with the power of attorney (if any) under which it is signed or a duly notarially certified copy thereof must be deposited at the registered office of the Company at Penthouse Suite 1, Wisma Mah Sing, No. 163, Jalan Sungai Besi, 57100 Kuala Lumpur not less than forty-eight (48) hours before the time for holding this meeting or any adjournment thereof.
- (v) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (vi) 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.
- (vii) Depositors whose name appear in the Record of Depositors as at 8 June 2017 shall be regarded as members of the Company entitled to attend, speak and vote at this Twenty-Fifth Annual General Meeting ("**AGM**"), or appoint a proxy(ies) on his/her behalf.
- (viii) **Note A – Audited Financial Statements for the Financial Year Ended 31 December 2016 and the Reports of Directors and Auditors**

This agenda item meant for discussion only as under the provision of Sections 248(2) and 340(1)(a) of the Companies Act, 2016, the audited financial statements and the Reports of Directors and Auditors thereon do not require a formal approval of the shareholders. Hence, this agenda item will not be put forward for voting.

- (ix) **Note B – Resolution 6 – Re-appointment of Auditors**

Deloitte had converted its legal entity status from unlimited liability partnership pursuant to Partnership Act 1961 to limited liability partnership under the Limited Liability Partnerships Act 2012 on 3 January 2017. Accordingly, Deloitte had been registered in the name of Deloitte PLT. PLT means "Perkongsian Liabiliti Terhad".

In any event, pursuant to the Limited Liability Partnerships Act 2012, any agreements/engagements already made between the Company and its Group and Deloitte will continue to be in force as if Deloitte PLT were a party to the agreements. Accordingly, all engagement letters signed with Deloitte continue to be in force until these are superseded.

## **EXPLANATORY NOTES ON SPECIAL BUSINESSES**

### **1. Resolution 7 – Re-appointment of Director**

With the coming into force of the Companies Act, 2016 on 31 January 2017, there is no age limit for directors.

At the previous Twenty-Fourth AGM of the Company held on 16 June 2016, Jen. Tan Sri Yaacob Bin Mat Zain (R) who is above the age of 70 years, was re-appointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of this Twenty-Fifth AGM of the Company. Jen. Tan Sri Yaacob Bin Mat Zain (R) who holds office until the conclusion of this Twenty-Fifth AGM has offered himself for re-appointment as Director of the Company at this Twenty-Fifth AGM.

The proposed Resolution 7 will enable Jen. Tan Sri Yaacob Bin Mat Zain (R) to continue to act as Director of the Company and he shall subject to retirement by rotation at a later date.

The Nomination Committee and the Board have assessed the criteria and contribution of Jen. Tan Sri Yaacob Bin Mat Zain (R) and recommended him for re-appointment.

## **2. Resolutions 8, 9 and 10 – Retention of Independent Directors**

Resolutions 8, 9 and 10 are proposed to enable Jen. Tan Sri Yaacob Bin Mat Zain (R), Captain Izaham Bin Abd. Rani (R) and Mr Loh Kok Leong to continue serving as Independent Directors of the Company to fulfill the requirements of Paragraph 15.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

The Nomination Committee and the Board have assessed the independence of all its Independent Directors, who have served as Independent Non-Executive Directors for a cumulative term of more than 9 years, and recommended that they continue to act as Independent Non-Executive Directors of the Company. The justifications of the Board of Directors for recommending and supporting resolutions for their continuing in office as Independent Directors are set out under the Statement on Corporate Governance in the Company's Annual Report.

## **3. Resolution 11 – Authority to Allot Shares**

The proposed Resolution 11 will give powers to the Directors to issue up to a maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate sought for issuance of securities is a renewal of the mandate for allotment of shares pursuant to Section 132D of the Companies Act, 1965 that was approved by the shareholders at the Twenty-Fourth AGM held on 16 June 2016 and will lapse at the conclusion of this Twenty-Fifth AGM to be held on 15 June 2017. As at the date of this notice, no new shares were issued pursuant to the general mandate which was approved by the shareholders at the Twenty-Fourth AGM.

The renewed mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issuance/placement of shares and to avoid delay and cost in convening general meetings to approve such issue of shares.

## **4. Resolution 12 – Recurrent Related Party Transactions of a revenue or trading nature**

The proposed Resolution 12, if passed, will renew the mandate to enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the proposal are set out in the Circular to Shareholders dated 28 April 2017, accompanying the Company's Annual Report for the financial year ended 31 December 2016.

## **5. Resolution 13 – Share Buy-Back Authority**

The proposed Resolution 13, if passed, will renew the mandate to empower the Directors of the Company to exercise the power of the Company to purchase such number of ordinary shares in the Company up to 10% of the total number of issued shares of the Company by utilising an aggregate amount of the funds not exceeding the retained profits of the Company as at the transaction date of the Proposed Share Buy-Back. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in the Share Buy-Back Statement dated 28 April 2017, accompanying the Company's Annual Report for the financial year ended 31 December 2016.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the first and final single-tier dividend of 6.5 sen per ordinary share in respect of the financial year ended 31 December 2016, if approved at the Twenty-Fifth Annual General Meeting of Mah Sing Group Berhad (“**Mah Sing**” or “**Company**”), will be paid on 14 September 2017 to Depositors of ordinary shares registered in the Record of Depositors on 4 September 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 4 September 2017 in respect of transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

YANG BAO LING (MAICSA 7041240)  
KUAN HUI FANG (MIA 16876)  
Company Secretaries

Kuala Lumpur  
28 April 2017

Remarks:

Subject to the approval on Resolution 1 being obtained from the shareholders of the Company at the Twenty-Fifth Annual General Meeting, holders of Warrant B 2013/2018 and Warrant C 2015/2020 are advised to lodge with the Company’s Share Registrar, 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 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, their subscription forms and subscription monies for subscription of new ordinary shares in the Company (“**Mah Sing Shares**”) by 5.00 p.m. on 23 August 2017. This is to enable the new Mah Sing Shares arising from such exercise to be allotted to the respective holders in order to qualify for the dividend entitlement.