

MALAKOFF

A Member of  MMC Group

MALAKOFF CORPORATION BERHAD

(Company No. 731568-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Malakoff Corporation Berhad (“MCB” or “Company”) will be held at Mahkota Ballroom, Hotel Istana Kuala Lumpur, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Tuesday, 28 November 2017 at 2.30 p.m. or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

ORDINARY RESOLUTION

PROPOSED SHARE BUY-BACK BY MCB TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS ISSUED SHARE CAPITAL (“PROPOSED SHARE BUY-BACK”)

“THAT subject to provisions of the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company (“Directors”), to the extent permitted by law, to purchase such number of ordinary shares in the Company (“Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

- (i) the maximum aggregate number of Shares purchased or held by the Company pursuant to this resolution shall not exceed 10% of the issued share capital of the Company at any point in time;
- (ii) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the amount of the retained profits of the Company at the time of purchase; and
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
 - (a) the conclusion of the next annual general meeting of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at that meeting, either conditionally or subject to conditions;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,whichever occurs first;

THAT the Directors be and are hereby authorised to deal with the Shares so purchased, at their discretion, in the following manner:

- (i) cancel the Shares so purchased;
- (ii) retain the Shares so purchased as treasury shares; or
- (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder of the Shares;

THAT where such Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:

- (i) distribute the Shares as dividends to shareholders, such dividends to be known as “shares dividends”;
- (ii) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Shares or any of the Shares for the purposes of or under an employees’ share scheme;
- (iv) transfer the Shares or any of the Shares as purchase consideration;
- (v) cancel the Shares or any of the Shares; or
- (vi) sell, transfer or otherwise use the Shares for such other purposes as the Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia may by order prescribe;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its Shares.”

BY ORDER OF THE BOARD

YEOH SOO MEI (MAICSA 7032259)

SHARIFAH ASHTURA JAMALULLAIL SYED OSMAN (LS0009113)

Company Secretaries
Kuala Lumpur, Malaysia

13 November 2017

Notes:

1. *The Proxy Form, to be valid, must be deposited at the office of Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the meeting or any adjournment thereof.*
2. *A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies or attorney or other duly authorised representative to attend and vote at his stead. A member of the Company may appoint up to two (2) proxies to attend the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
3. *In case of a corporation, the Proxy Form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
4. *In the case of joint holders, the signature of any one of them will suffice.*
5. *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless it specifies the proportion of its shareholding to be represented by each proxy.*
6. *Only depositors whose names appear on the Record of Depositors as at 21 November 2017 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on their behalf.*
7. *Unless voting instructions are indicated in the spaces provided in the Proxy Form, the proxy may vote as he/she thinks fit.*
8. *Registration of members/proxies attending the meeting will commence at 12.00 p.m. on the day of the meeting and shall remain open until the conclusion of the EGM or such a time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.*