



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of Multi-Usage Holdings Berhad will be held at Grand Ballroom 3 of AVANI Sepang Goldcoast Resort, No 67 Jalan Pantai Bagan Lalang, Kg. Bagan Lalang, 43950 Sungai Pelek, Selangor Darul Ehsan on Friday, 29 December 2017 at 9:00 a.m. for the following purposes :

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 30 June 2017 and the Reports of Directors and Auditors thereon. **See Note A**
2. To re-elect En Roslan Bin Nasir who retires pursuant to Article 99 of the Company's Articles of Association. **Ordinary Resolution 1**
3. To re-elect Mr Kenneth Lim Keat Chye who retires pursuant to Article 99 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect Mr Ho Pui Hold who retires pursuant to Article 99 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-elect Ang Kim Cheng @ Ang Teng Kok who retires pursuant to Article 94 of the Company's Articles of Association. **Ordinary Resolution 4**
6. To approve the payment of Directors' fees and other benefits payable amounting to RM94,000/- for the financial year ended 30 June 2017. **Ordinary Resolution 5**
7. To approve the payment of Directors' fees and other benefits payable for amount not exceeding RM350,000/- for the financial year ending 30 June 2018. **Ordinary Resolution 6**
8. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications the following resolutions:-

9. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 **Ordinary Resolution 8**
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company"
10. THAT Ms Ang Ai Way be and is hereby appointed as an Executive Director of the Company with immediate effect. **Ordinary Resolution 9**
11. THAT En Abd Aziz Bin Mat be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 10**
12. THAT Dato' Abdul Hadi Bin Awang Kechil be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 11**
13. THAT Mr Lim Yit Keong be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 12**
14. THAT Mr Khor Seang Chiat be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 13**
15. THAT Mr Tan Choong Heong be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 14**
16. THAT Mr Ng Kok Wah be and is hereby appointed as an Independent Non-Executive Director of the Company with immediate effect. **Ordinary Resolution 15**
17. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
THIEN LEE MEE (LS0009760)
Company Secretaries

Penang

7 December 2017

Notes:

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 334(2) of the Companies Act, 2016 shall not apply to the Company. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, the proxy form must be executed under its Common Seal or the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 10.03, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
6. In respect of deposited securities, only a recorder of whose name appear on the Record of Depositors on 21 December 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes to Ordinary Business:-

- a. Note A - This agenda item is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1) of the Companies Act, 2016. Hence, this resolution is not put forward to the shareholders of the Company for voting.

Explanatory Notes to Special Business:-

- a. The proposed resolution 8, if passed, is a new mandate to provide flexibility for the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/ or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.
- b. The proposed resolution 10, relates to appointment of En Abd Aziz Bin Mat who has served the Company for a period more than 9 years cumulatively. In accordance with the Malaysian Code on Corporate Governance 2017 ("MCCG 2017"), appointment of En Abd Aziz Bin Mat as an Independent Director has to be approved in a general meeting. The Board of Directors of the Company, having assessed the independence of En Abd Aziz bin Mat, considers him to be independent and recommends his appointment as an Independent Director.

Statement Accompanying Notice of Annual General Meeting

The new Directors standing for election at the forthcoming 25th Annual General Meeting of the Company are as follows:-

1. Ms Ang Ai Way (Ordinary Resolution 9)
2. En Abd Aziz Bin Mat (Ordinary Resolution 10)
3. Dato' Abdul Hadi Bin Awang Kechil (Ordinary Resolution 11)
4. Mr Lim Yit Keong (Ordinary Resolution 12)
5. Mr Khor Seang Chiat (Ordinary Resolution 13)
6. Mr Tan Choong Heong (Ordinary Resolution 14)
7. Mr Ng Kok Wah (Ordinary Resolution 15)