



Menang Corporation (M) Berhad (5383-K)
Incorporated in Malaysia

NOTICE FORTY EIGHTH (48TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Eighth (48th) Annual General Meeting ("AGM") of the Company will be held at the Ballroom, Hotel Maya, 138 Jalan Ampang, 50450 Kuala Lumpur on Thursday, 20th December 2012 at 11.00 a.m. for the transaction of the following businesses:

Ordinary Business

1. To receive and adopt the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial period ended 30 June 2012. **(Ordinary Resolution 1)**
2. To approve the payment of Directors' fees of RM45,000.00 for the financial period ended 30 June 2012. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire by rotation in accordance with Article 112 of the Articles of Association of the Company and being eligible, offer themselves for re-election:
 - (a) Datin Mariam Eusoff **(Ordinary Resolution 3)**
 - (b) Dr. Christopher Shun Kong Leng, CFP®, RFP™ **(Ordinary Resolution 4)**
4. To re-appoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the next Annual General Meeting:
 - (a) Dato' Abdul Mokhtar Ahmad **(Ordinary Resolution 5)**
 - (b) Dato' Shun Leong Kwong **(Ordinary Resolution 6)**
5. To appoint auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 7)**

Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965, a copy of which is attached and marked "APPENDIX A" has been received by the Company for the nomination of Messrs Baker Tilly Monteiro Heng and of the intention to propose the following as an ordinary resolution:

"THAT Messrs Baker Tilly Monteiro Heng be and is hereby appointed auditors of the Company in place of the retiring auditors, Messrs BDO, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors".

Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions:

6. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 8)**
 "THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed 10% of the issued share capital of the Company for the time being, AND THAT the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad."
7. **Proposed Renewal of General Mandate for Substantial Property Transactions Involving Directors pursuant to Section 132E of the Companies Act, 1965** **(Ordinary Resolution 9)**
 "THAT pursuant to Section 132E of the Companies Act, 1965, authority be and is hereby given to the Company or its related corporations to enter into arrangements or transactions with the Directors of the Company or any person connected with such Directors (within the meaning of Section 122A, Companies Act, 1965) whereby the Company or its related corporations may acquire from or dispose to such Directors or connected persons non-cash assets including but not limited to services, land, development properties, capital equipment and machineries and/or any other assets or products of the Company or its related corporations provided that such acquisitions or disposals are on commercial terms and in the ordinary course of business, such authority will continue to be in force until conclusion of the next Annual General Meeting."
8. **Proposed Amendments to the Articles of Association of the Company** **(Special Resolution)**
 "THAT the Proposed Amendments to the Articles of Association of the Company as contained in the Appendix I attached to the Circular to Shareholders dated 28 November 2012 be and are hereby approved AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company."
9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.

NOTICE IS ALSO HEREBY GIVEN THAT a Depositor shall be eligible to attend this meeting only in respect of:

- (a) Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 13 December 2012 (in respect of shares which are exempted from mandatory deposit);
- (b) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 13 December 2012 (in respect of ordinary transfers);
- (c) 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

Ng Ah Wah (MIA No. 10366)
Company Secretary

Kuala Lumpur
28 November 2012

NOTES:

1. A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The Proxy form must be signed by the appointor or his/her attorney duly authorised in writing or in the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Any alteration to the instrument appointing a proxy must be initiated. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 8th Storey, South Block, Wisma Selangor Dredging, 142-A Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time fixed for the meeting or any adjournment thereof.
5. Explanatory Notes on Special Business:

(i) **Ordinary Resolution 8 – Authority to Allot and Issue Shares**

The proposed Ordinary Resolution 8, if passed, will empower the Directors to issue shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.
This authority unless revoked or varied by the Company in a general meeting will expire at the next Annual General Meeting.

The general mandate sought for issue of shares is a renewal to the general mandate sought in the preceding year. As at the date of Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 47th AGM held on 30 June 2011 and hence no proceeds were raised therefrom.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions and to avoid any delays and further cost involved in convening such general meeting to approve such issue of shares.

(ii) **Ordinary Resolution 9 – Proposed Renewal of General Mandate for Substantial Property Transactions involving Directors pursuant to Section 132E of the Companies Act, 1965**

Section 132E of the Companies Act, 1965 prohibits a company or its subsidiaries from entering into any arrangement or transaction with its directors or persons connected with such directors in respect of the acquisition from or disposal to such directors or connected persons any non-cash assets of the "requisite value" without prior approval of the Company in general meeting. According to the Act, a non-cash asset is considered to be of the "requisite value" if, at the time of the arrangement or transaction for the acquisition or disposal of the asset, its value is greater than Ringgit Malaysia Two Hundred and Fifty Thousand (RM250,000.00) or ten per centum (10%) of the net assets of the Company, subject to minimum of Ringgit Malaysia Ten Thousand (RM10,000.00).

The proposed Ordinary Resolution 9, if passed, will authorise the Company or its related corporations to acquire from or dispose to such Directors or connected persons non-cash assets including but not limited to services, land, development properties, capital equipment and machineries and/or any other assets or products of the Company or its related corporations which may fall within the definition of "requisite value", provided that such acquisitions or disposals are on commercial terms and in the ordinary course of business.

(iii) **Special Resolution - Proposed Amendments to the Articles of Association of the Company will bring the Articles of Association of the Company in line with the amendments to Bursa Malaysia Securities Berhad Listing Requirements.**