



MMC Corporation Berhad

(Company No. 30245-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of MMC Corporation Berhad (“MMC” or “Company”) will be held at Mahkota II, Hotel Istana, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Friday, 14 December 2012 at 3.00 p.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE ENTIRE BUSINESS, INCLUDING ALL OF THE ASSETS AND LIABILITIES OF HICOM POWER SDN BHD (“HICOM POWER”) (SAVE FOR THE EXCLUDED ASSETS AND EXCLUDED LIABILITIES) BY STERLING ASIA SDN BHD (“STERLING ASIA”), A WHOLLY-OWNED SUBSIDIARY OF MALAKOFF POWER BERHAD (WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MALAKOFF CORPORATION BERHAD, A 51%-OWNED SUBSIDIARY OF MMC CORPORATION BERHAD) FROM HICOM POWER (A WHOLLY-OWNED SUBSIDIARY OF DRB-HICOM BERHAD) FOR A CASH CONSIDERATION OF RM575 MILLION

“**THAT** subject to the approval of the relevant authorities, approval be and is hereby given to Sterling Asia to acquire the entire business, including all of the assets and liabilities of HICOM Power (save for the excluded assets and excluded liabilities) from HICOM Power for a cash consideration of RM575 million (“**Proposed Acquisition**”) upon such terms and conditions as set out in the conditional asset sale agreement dated 18 October 2012 entered into between Sterling Asia and HICOM Power and any amendments, variations, modifications and additions thereto from time to time (“**Asset Sale Agreement**”).

“**AND THAT** the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all such acts, deeds and things as may be necessary to give full effect to and implement the Proposed Acquisition with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters, incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the Asset Sale Agreement and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition.”

BY ORDER OF THE BOARD,

AHMAD AZNAN MOHD NAWAWI
SAZLIN AYESHA ABDUL SAMAT

Company Secretaries
Kuala Lumpur, Malaysia

30 November 2012

Notes:

1. The Form of Proxy must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (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 in-stead of him. 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, this Form of Proxy 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. Unless voting instructions are indicated in the spaces provided in the Form of Proxy, the proxy may vote as he/she thinks fit.
6. Registration of members/proxies attending the meeting will commence at 1.30p.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.
7. Only members whose names appear on the Record of Depositors as at 10 December 2012 shall be entitled to attend the said EGM or appoint a proxy(ies) to attend and/or vote on their behalf.