

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Third Annual General Meeting (“43<sup>rd</sup> AGM”) of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 20 June 2013 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

## AGENDA

### Ordinary Business

1. To receive the Directors' Report and the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2012 and the Auditors' Report thereon. **Please refer Explanatory Note A**
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2012. **Ordinary Resolution 1**
3. (i) To re-elect the following Directors retiring in accordance with Article 83 of the Company's Articles of Association: -
  - (a) Mr Siau Hock Cheng; and **Ordinary Resolution 2 (a)**
  - (b) Mr Wong Hok Yim. **Ordinary Resolution 2 (b)**
- (ii) To re-appoint Tan Sri Dato' Tan Hua Choon as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 2 (c)**
4. To re-appoint Messrs Paul Chuah & Co. (AF: 1056) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

### Special Business

5. To consider and, if thought fit, pass the following as Ordinary Resolution :

#### **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders' Mandate”)**

“**THAT** the mandate previously granted by the shareholders of the Company at the 42<sup>nd</sup> Annual General Meeting (“AGM”) held on 21 June 2012 pursuant to the provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements, authorising the Company and its subsidiaries (“MHB Group”) to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.2. of the Circular to Shareholders dated 14 May 2013 with the related party mentioned therein which are necessary for the MHB Group's day to day operations, be and is hereby renewed, provided **THAT** :-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those extended to unrelated third parties and are not to the detriment of the minority shareholders of the Company;
- (ii) disclosure of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year be made in the 2013 Annual Report based on the type of recurrent transactions made and the related party involved;
- (iii) **THAT** authority conferred by the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:-
  - (a) the next AGM of MHB from the date of the 43<sup>rd</sup> AGM and the authority has to be renewed by a resolution passed at the next AGM; or