



**MUDAJAYA
GROUP BERHAD**
(605539-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of Mudajaya Group Berhad will be held at Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 18 June 2013 at 10.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. **(Ordinary Resolution 1)**
- To approve the payment of a final tax exempt dividend of 12.5% (or 2.5 sen) under the single tier system for the year ended 31 December 2012. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Article 76 of the Company's Articles of Association:-

Mr. Anto A/L SF Joseph **(Ordinary Resolution 3)**
Mr. Lee Seng Huang **(Ordinary Resolution 4)**
Mr. Ng Chee Kin **(Ordinary Resolution 5)**
- To consider and if thought fit, to pass the following ordinary resolution:-

"THAT pursuant to Section 129(6) of the Companies Act, 1965 (the "Act"), Mr. Wee Teck Nam be re-appointed as Director of the Company to hold office until the next Annual General Meeting ("AGM")." **(Ordinary Resolution 6)**
- To approve the payment of Directors' fees for the year ended 31 December 2012. **(Ordinary Resolution 7)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions:-

7. Authority to Allot Shares pursuant to Section 132D of the Act

"THAT pursuant to Section 132D of the Act and subject to the approval of all relevant regulatory authorities, the Directors be and are hereby authorised to allot and 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 pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company for the time being and that the Directors be and are hereby further authorised to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")." **(Ordinary Resolution 9)**

8. Proposed Renewal of Share Buy-Back Authority

"THAT subject to provisions of the Act, the Articles of Association of the Company, the requirements of Bursa Securities and any other regulatory authorities, the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits and/or share premium account of the Company as at 31 December 2012 to purchase such number of ordinary shares of RM0.20 each of the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase.

AND THAT such authority is subject to annual renewal and shall commence upon the passing of this resolution and shall remain in force until:-

- the conclusion of the next AGM of the Company unless the authority is renewed either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after the date it is required by law to be held; or
- revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

whichever is earlier, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any other relevant authorities.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion either to retain the shares purchased by the Company as treasury shares or to cancel them or to retain part of the shares so purchased as treasury shares and cancel the remainder shares or to resell the shares or distribute the shares as dividends.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depository) Act, 1991 designated as Share Buy-Back Account(s) and the entering into any agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit in the interest of the Company." **(Ordinary Resolution 10)**

9. Retention of Independent Directors

"THAT the following Directors be retained as Independent Directors, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting:-

Mr. Yee Swee Choon **(Ordinary Resolution 11)**
Mr. Henry Choo Hon Fai" **(Ordinary Resolution 12)**

- To transact any other business of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of shareholders, a final tax exempt dividend of 12.5% (or 2.5 sen) per ordinary share of RM0.20 each under the single tier system for the year ended 31 December 2012 will be paid on 16 July 2013 to depositors registered in the Records of Depositors at the close of business at 5.00 p.m. on 26 June 2013.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 26 June 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

CHAI MIN HON

Company Secretary

Petaling Jaya
23 May 2013

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy or proxies may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Each proxy appointed shall represent a minimum of one thousand (1,000) shares.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the Form of Proxy shall be under its Common Seal or under the hand of its attorney.
- The Form of Proxy must be deposited at the Company's Registered Office situated at Level 12, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the record of Depositors on 11 June 2013 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes on Special Business:-

1. Authority to Allot Shares pursuant to Section 132D of the Act

The Company had, during its Ninth AGM held on 18 June 2012, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 9, if passed, will empower the Directors from the conclusion of this AGM, to allot and issue up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares) at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

This mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion and investment/acquisition(s). At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

2. Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 10, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the Tenth AGM is required by law to be held.

Further information on the Proposed Renewal of Share Buy-Back is set out in the Share Buy Back Statement of the Company dated 23 May 2013 which was despatched together with this Annual Report.

3. Ordinary Resolutions 11 and 12 – Retention of Independent Directors

(a) Mr. Yee Swee Choon

Mr. Yee Swee Choon was appointed as an Independent Director on 2 March 2004. He has served the Company for more than nine (9) years as at the date of the notice of AGM. However, he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Mr. Yee Swee Choon to be independent and recommends Mr. Yee Swee Choon to remain as an Independent Director.

(b) Mr. Henry Choo Hon Fai

Mr. Henry Choo Hon Fai was appointed as an Independent Director on 2 March 2004. He has served the Company for more than nine (9) years as at the date of the notice of AGM. However, he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Mr. Henry Choo Hon Fai to be independent and recommends Mr. Henry Choo Hon Fai to remain as an Independent Director.