



MULTI-PURPOSE

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting (“37th AGM”) of Multi-Purpose Holdings Berhad (“the Company” or “MPHB”) will be held at the Multi-Purpose Hall, 25th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur on Friday, 21 June 2013 at 11.00 a.m.

AGENDA

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2012 together with the Report of the Auditors thereon. **(Please refer to Note 1 to the Agenda)**
2. To declare a final dividend consisting of 3.5 sen gross dividend per share less income tax of 25% and 1.5 sen single-tier dividend per share, in respect of the year ended 31 December 2012. (Resolution 1)
3. To approve the payment of Directors’ fees of RM560,000 in respect of the year ended 31 December 2012 (Year 2011: RM560,000). (Resolution 2)
4. To re-elect Dato’ Lim Tiong Chin who retires by rotation in accordance with Article 81 of the Company’s Articles of Association. (Resolution 3)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix the remuneration. (Resolution 4)

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolution:-

6. **ORDINARY RESOLUTION** (Resolution 5)
- Proposed Renewal of The Authority for Purchase of Own Shares

“THAT, subject always to the Companies Act, 1965, the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authority, approval be and is hereby given for the renewal of the authority granted by the shareholders of the Company at the Thirty-Sixth Annual General Meeting of the Company held on 23 May 2012, authorising the Company to purchase and/or hold as treasury shares from time to time and at any time such amount of ordinary shares of RM1.00 each in the Company 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 (“Proposed Share Buy-Back”) provided that:-

- (a) The maximum number of shares which may be purchased and/or held as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company (including the shares previously purchased and held as treasury shares) provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the open market of the Bursa Securities or distribution of treasury shares to shareholders as dividend, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall, in aggregate with the shares then still held by the Company, not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being quoted on the Bursa Securities;

- (b) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of retained profits and/or share premium of the Company. As at 31 December 2012, the audited retained profits and share premium account of the Company amounted to approximately RM1.19 billion and RM1.41 billion respectively;

AND THAT authority is hereby given to the Directors to decide in their absolute discretion to deal in any of the following manners the shares in the Company purchased by the Company pursuant to the Proposed Share Buy-Back:-

- (i) to cancel the shares purchased; and/or
- (ii) to retain the shares purchased as treasury shares, to be either distributed as share dividends to the shareholders and/or re-sold on the open market of the Bursa Securities and/or subsequently cancelled; and/or
- (iii) a combination of (i) and (ii).

AND THAT such authority shall commence immediately upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient or to give effect to the Proposed Share Buy-Back.”

7. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting, a final dividend consisting of 3.5 sen gross dividend per share, less income tax of 25% and 1.5 sen single-tier dividend per share, in respect of the year ended 31 December 2012, will be paid on 12 July 2013 to depositors registered on the Record of Depositors at the close of business on 27 June 2013.

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

- (a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 27 June 2013 in respect of transfers;
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NG SOOK YEE (MAICSA 7020643)

Secretary
Kuala Lumpur
28 May 2013

NOTES TO THE AGENDA

1. **Directors' Report, Audited Financial Statements and Auditors' Report**
Agenda item No. 1 is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). Hence, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
2. **Re-appointment/Re-election of Directors**
 - (a) Datuk Seri Razman M. Hashim, aged 73, who was appointed as Chairman and director of the Company on 7 May 2002, will not be seeking re-appointment pursuant to Section 129 of the Companies Act, 1965, in view of the implementation of the Board's 9 year policy for independent directors. Hence, he will retire at the close of the 37th AGM.
 - (b) Tuan Haji Sahibudeen Abdul Kader who was appointed as a director of the Company on 30 April 2002 will retire in accordance with Article 81 of the Company's Articles of Association and will not seek re-election in view of the implementation of the Board's 9 year policy for independent directors. Hence, he will retain office until the close of the 37th AGM.

NOTES RELATING TO REGISTRATION AND PROXY

1. A depositor whose name appears in the Record of Depositors on 13 June 2013 shall be regarded as a member entitled to attend, speak and vote at the meeting or to appoint proxy to attend, speak and vote on its behalf at the meeting.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member, other than an authorised nominee or an exempt authorised nominee, shall be entitled to appoint not more than two proxies to attend and vote at the same meeting.
4. A member who is an authorised nominee may appoint one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which an exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. If the appointor is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.
8. To be valid the form of proxy duly completed and signed before a witness, must be deposited at the registered office of the Company at 39th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur not less than 48 hours before the time for holding the meeting. Fax copy of the duly executed form of proxy is not acceptable.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Proposed Resolution 5 (Ordinary)

The Proposed Resolution 5, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up capital of the Company. This authority will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

The details of the Proposed Share Buy-Back are set out in the Share Buy-Back Statement dated 28 May 2013.