



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting of Muhibbah Engineering (M) Bhd will be held at Kayangan Ballroom, Quality Hotel Shah Alam, Ground Floor, Plaza Perangsang, Persiaran Perbandaran, 40000 Shah Alam, Selangor Darul Ehsan on Friday, 28 June 2013 at 3.45 p.m. for the following purposes :-

### Agenda

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon.  
**Please refer to Note (a)**
- To approve the declaration of a First and Final Dividend of 5% per ordinary share of RM0.50 each less 25% income tax in respect of the financial year ended 31 December 2012.  
**Resolution 1**
- To re-elect the following Directors who retire pursuant to Article 79 of the Company's Articles of Association :-  
(i) Abd Hamid bin Ibrahim; and  
(ii) Low Ping Lin.  
**Resolution 2**  
**Resolution 3**
- To consider and, if thought fit, to re-appoint the following Directors who retire pursuant to Section 129(2) of the Companies Act, 1965 and in accordance with Section 129(6) of the Companies Act, 1965 be re-appointed to hold office until the conclusion of the next Annual General Meeting :-  
(i) Tuan Haji Mohamed Taib bin Ibrahim;  
(ii) Ooi Sen Eng; and  
(iii) Lim Teik Hin.  
**Resolution 4**  
**Resolution 5**  
**Resolution 6**
- To re-appoint Messrs. Crowe Horwath as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.  
**Resolution 7**

#### As Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions :-

- Ordinary Resolution**  
**Continuation of Terms of Office as Independent Director**  
"THAT pursuant to the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), approval be and is hereby given to the following Directors, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company :-  
(i) Tuan Haji Mohamed Taib bin Ibrahim;  
(ii) Datuk Zakaria bin Abdul Hamid;  
(iii) Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor; and  
(iv) Dato' Seri Raja Ahmad Zainuddin bin Raja Haji Omar."  
**Resolution 8**  
**Resolution 9**  
**Resolution 10**  
**Resolution 11**
- Ordinary Resolution**  
**Proposed Renewal of Authority for Share Buy-Back** **Resolution 12**  
"THAT subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Companies Act, 1965 ("the Act"), and the Articles of Association of the Company, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.50 each in the Company through Bursa Securities ("Proposed Share Buy-Back"), as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that :-  
(i) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;  
(ii) the funds allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate retained profits and share premium accounts of the Company; and  
(iii) the authority conferred by this resolution shall continue to be in force until :-  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, whether unconditionally or subject to conditions; or  
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or  
(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,  
whichever occurs first.

**THAT** the Directors of the Company be and are hereby authorised to deal with the shares purchased in the following manner :-

- cancel all the shares so purchased; and/or
- retain the shares so purchased as treasury shares, for distribution as share dividends to the shareholders and/or resell on the market of Bursa Securities; and/or
- retain part thereof as treasury shares and cancel the remainder.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

- Ordinary Resolution**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 13**

"THAT subject to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.1.2 of the Circular to Shareholders ("Circular") dated 6 June 2013 ("Proposed Shareholders' Mandate") provided that such transactions are undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.

**THAT** the Proposed Shareholders' Mandate conferred by this resolution shall continue to be in force until :-

- the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the Proposed Shareholders' Mandate is renewed; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by a resolution passed by the Company's shareholders in a general meeting,

whichever is the earliest.

**AND THAT** the Directors of the Company be and are hereby authorised to take all steps and to do all such acts and deeds as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

- Special Resolution**  
**Proposed Amendments to the Articles of Association of the Company** **Resolution 14**

"THAT the amendments to the Articles of Association of the Company as set out in Appendix I of the Circular dated 6 June 2013 be and are hereby approved **AND THAT** the Directors of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the amendments to the Articles of Association of the Company, with full power to assent to any condition, modification, variation and/or amendments in any manner as may be required by Bursa Securities."

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

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 58(d) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 20 June 2013 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

#### Notes :-

- The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of the Section 169(1) of the Act does not require a formal approval of the members and hence is not put for voting.
- A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
- A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting and where a member appoints two (2) proxies, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. Each proxy appointed, shall represent a minimum of one hundred (100) shares.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The duly completed Form of Proxy must be deposited at the Share Registrar's Office, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, at least forty-eight (48) hours before the time set for the holding of the Meeting or any adjournment thereof.

#### Explanatory Notes on Special Business

- Resolution pertaining to the Continuation of Terms of Office as Independent Director**

For Resolution 8, 9, 10 and 11, in line with the Recommendation 3.1 of the MCCG 2012, the Board had conducted an assessment of independence of the following Directors, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications :-

##### Tuan Haji Mohamed Taib bin Ibrahim ("Tuan Haji")

Tuan Haji fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") in which he could interfere the Management by exercising his independent judgment, objectivity and the ability to act in the best interest of the Company. He has vast experience in wide range of businesses which enables him to provide constructive thoughts and experience to the Company.

##### Datuk Zakaria bin Abdul Hamid ("Datuk Zakaria")

Datuk Zakaria fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements in which he could exercise his independent judgment, experience and ability to act in the best interest of the Company. He has vast experience in the government service sectors which enables him to provide constructive thoughts and independent judgment during Board deliberations. He actively participated in Board discussions and facilitated the decision making process of the Board.

##### Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor ("Tan Sri Dato' Seri Ahmad Ramli")

Tan Sri Dato' Seri Ahmad Ramli fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements in which he could exercise his independent judgment in an unfettered manner, discharge his duties with reasonable care, skill and diligence; bringing independent thoughts and experience to the Board deliberation and decision making judgment which is valuable to the Company.

Dato' Seri Raja Ahmad Zainuddin bin Raja Haji Omar ("Dato' Seri Raja Ahmad") Dato' Seri Raja Ahmad fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements. He acts as a check and balance and brings an element of objectivity to the Board of Directors. He actively participated in the Board discussion and consistently challenged the Management in an effective and constructive manner.

- Resolution pertaining to the Proposed Renewal of Authority for Share Buy-Back**

For Resolution 12, the detailed information on the Proposed Renewal of Authority for Share Buy-Back is set out in the Statement to Shareholders dated 6 June 2013 which is dispatched together with the Company's Annual Report 2012.

- Resolution pertaining to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

For Resolution 13, the detailed information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 6 June 2013 which is dispatched together with the Company's Annual Report 2012.

- Resolution pertaining to the Proposed Amendments to the Articles of Association**

The Resolution 14, if passed, will streamline the Articles of Association of the Company to be in line with the latest Listing Requirements and MCCG 2012 as set out in the Circular to Shareholders dated 6 June 2013 which is dispatched together with the Company's Annual Report 2012.

#### Notice of Dividend Entitlement and Payment Date

**NOTICE IS HEREBY GIVEN THAT** a First and Final Dividend of 5% per ordinary share of RM0.50 each less 25% income tax in respect of the financial year ended 31 December 2012, if approved by the shareholders at the forthcoming Fortieth Annual General Meeting, will be paid on 29 August 2013 to Depositors whose names appear in the Record of Depositors at the close of business on 20 August 2013.

A Depositor shall qualify for entitlement to the dividend only in respect of :-

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 20 August 2013 in respect of ordinary transfers; and
- 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

LEE POH KWEE (MIA 8033)  
LIM SUAK GUAK (MIA 19689)  
CATHERINE MAH SUK CHING (LS 01302)  
Company Secretaries

Selangor Darul Ehsan  
6 June 2013