



MAGNUM BERHAD (24217-M)
(formerly known as Multi-Purpose Holdings Berhad)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting** of Magnum Berhad (formerly known as Multi-Purpose Holdings Berhad) (“**Company**“ or “**Magnum**”) will be held at The Grand Ballroom, 1st Floor, Flamingo by the lake, 5 Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on Friday, 20 June 2014 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s Thirty-Eighth Annual General Meeting which will be held at 10.30 a.m. on the same day and at the same venue, whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENEWAL OF THE AUTHORITY FOR MAGNUM TO PURCHASE ITS OWN SHARES OF AN AMOUNT, WHICH, WHEN AGGREGATED WITH EXISTING TREASURY SHARES, DOES NOT EXCEED 10% OF ITS PREVAILING ISSUED AND PAID-UP SHARE CAPITAL AT ANY TIME (“PROPOSED SHARE BUY-BACK RENEWAL”)

"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-Seventh Annual General Meeting of the Company held on 21 June 2013, 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 Renewal**”) 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 Renewal 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 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 Bursa Securities;
- (b) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back Renewal shall not exceed the sum of retained profits and/or share premium account of the Company. As at 31 December 2013, the audited retained profits and share premium account of the Company amounted to approximately RM1,305.3 million and RM716.6 million 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 Renewal:-

- (i) to cancel the shares purchased; or
- (ii) to retain the shares purchased as treasury shares, to be either distributed as shares dividend to the shareholders and/or re-sold on the open market of Bursa Securities and/or subsequently cancelled; 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 to give effect to the Proposed Share Buy-Back Renewal."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 24.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") TO CASI MANAGEMENT SDN BHD ("CMSB") AND PERSONS ACTING IN CONCERT WITH IT ("PACS") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN MAGNUM NOT ALREADY OWNED BY THEM, UPON THE PURCHASE BY MAGNUM OF ITS OWN SHARES PURSUANT TO THE PROPOSED SHARE BUY-BACK RENEWAL ("PROPOSED EXEMPTION")

"THAT, subject to the passing of Ordinary Resolution 1 above and approvals being obtained from the Securities Commission ("SC") and all other relevant authorities (if any), approval be and is hereby given for the shareholdings of CMSB and the PACs to increase, either collectively and/or individually to more than 33% and/or increase by more than 2% in any 6-month period, as a result of a reduction of the voting shares of the Company arising from the purchase by the Company of its own shares under the authority to the Company to purchase and/or hold its own shares of up to ten per centum (10%) of the issued and paid-up share capital of the Company under the Proposed Share Buy-Back Renewal without having to undertake any mandatory offer that could arise pursuant to the provisions of the Code to acquire the remaining voting shares in Magnum not already held by CMSB and the PACs in conjunction with an application by CMSB and the PACs to the SC under Paragraph 24.1 of Practice Note 9 of the Code, as amended from time to time;

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Exemption with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities and to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

BY ORDER OF THE BOARD

LEONG KUAN YING (MAICSA 7041318)

NG SOOK YEE (MAICSA 7020643)

Secretaries

Kuala Lumpur

3 June 2014

NOTES RELATING TO REGISTRATION AND PROXY

1. A depositor whose name appears in the Record of Depositors on 9 June 2014 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 hold 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 proxy form must be executed under its Common Seal or under the hand of its attorney.
8. As the resolutions will be voted by way of a poll, the form of proxy, to be valid, must be duly completed and signed before a witness and must be deposited at the registered office of the Company at 35th Floor, Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur not less than 24 hours before the time appointed for holding the meeting or at any adjournment thereof. Fax copy of the duly executed form of proxy is not acceptable.