

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of MMC Corporation Berhad (“**MMC**” or “**Company**”) will be held at the Banquet Hall, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Monday, 30 March 2015 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF MALAKOFF CORPORATION BERHAD ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED LISTING”)

THAT, subject to and in compliance with any conditions as may be imposed by the relevant authorities for the admission of Malakoff Corporation Berhad (“**Malakoff**”) to the Official List of the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the listing of and quotation for the entire enlarged issued and paid-up share capital of Malakoff on the Main Market of Bursa Securities, approval be and is hereby given for the listing of the entire enlarged issued and paid-up share capital of Malakoff in accordance with the Proposals (as defined in the Circular to shareholders of the Company dated 14 March 2015 (“**Circular**”)), each component thereof to be undertaken as part of the exercise to facilitate the Proposed Listing as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps and do all acts as they deem necessary or expedient in order to implement and give full effect to the Proposals.

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF NEW ORDINARY SHARES OF RM0.10 EACH IN MALAKOFF (“MALAKOFF SHARES”) TO TAN SRI DATO’ WIRA SYED ABDUL JABBAR SYED HASSAN (“PROPOSED PINK FORM OFFER TO TAN SRI DATO’ WIRA SYED ABDUL JABBAR SYED HASSAN”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Directors and eligible employees of the Company (“**Eligible MMC Persons**”) under the Proposed Pink Form Offer to MMC (as defined in the Circular), as well as the allocation of 290,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Directors of Malakoff, eligible employees of Malakoff and its subsidiaries (“**Malakoff Group**”) and persons who have contributed to the success of the Malakoff Group (collectively referred to as the “**Eligible Malakoff Persons**”) under the Proposed Pink Form Offer to Malakoff (as defined in the Circular), to Tan Sri Dato’ Wira Syed Abdul Jabbar Syed Hassan, the Non-Independent Non-Executive Chairman of the Company and as one of the persons who have contributed to the success of the Malakoff Group, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Tan Sri Dato’ Wira Syed Abdul Jabbar Syed Hassan, as part of the Proposed Listing.

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO DATO’ SRI CHE KHALIB MOHAMAD NOH (“PROPOSED PINK FORM OFFER TO DATO’ SRI CHE KHALIB MOHAMAD NOH”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC as well as the allocation of 290,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible Malakoff Persons under the Proposed Pink Form Offer to Malakoff, to Dato’ Sri Che Khalib Mohamad Noh, the Group Managing Director of the Company and the Non-Independent Non-Executive Director of Malakoff, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Dato’ Sri Che Khalib Mohamad Noh, as part of the Proposed Listing.

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO TAN SRI DATO’ IR. (DR.) WAN ABDUL RAHMAN HAJI WAN YAACOB (“PROPOSED PINK FORM OFFER TO TAN SRI DATO’ IR. (DR.) WAN ABDUL RAHMAN HAJI WAN YAACOB”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC, to Tan Sri Dato’ Ir. (Dr.) Wan Abdul Rahman Haji Wan Yaacob, the Non-Independent Non-Executive Director of the Company, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Tan Sri Dato’ Ir. (Dr.) Wan Abdul Rahman Haji Wan Yaacob, as part of the Proposed Listing.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO DATUK MOHD SIDIK SHAIK OSMAN (“PROPOSED PINK FORM OFFER TO DATUK MOHD SIDIK SHAIK OSMAN”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000

Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC, to Datuk Mohd Sidik Shaik Osman, the Non-Independent Non-Executive Director of the Company, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Datuk Mohd Sidik Shaik Osman, as part of the Proposed Listing.

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO DATO’ ABDULLAH MOHD YUSOF (“PROPOSED PINK FORM OFFER TO DATO’ ABDULLAH MOHD YUSOF”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC, to Dato’ Abdullah Mohd Yusof, the Senior Independent Non-Executive Director of the Company, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Dato’ Abdullah Mohd Yusof, as part of the Proposed Listing.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO DATUK OOI TEIK HUAT (“PROPOSED PINK FORM OFFER TO DATUK OOI TEIK HUAT”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC as well as the allocation of 290,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible Malakoff Persons under the Proposed Pink Form Offer to Malakoff, to Datuk Ooi Teik Huat, the Independent Non-Executive Director of the Company and the Non-Independent Non-Executive Director of Malakoff, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Datuk Ooi Teik Huat, as part of the Proposed Listing.

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF NEW MALAKOFF SHARES TO ABDUL HAMID SH MOHAMED (“PROPOSED PINK FORM OFFER TO ABDUL HAMID SH MOHAMED”)

THAT, subject to the passing of the Ordinary Resolution 1 above, and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the allocation of 130,000 Malakoff Shares and up to 100,000 Malakoff Shares that are not taken up by the Eligible MMC Persons under the Proposed Pink Form Offer to MMC, to Abdul Hamid Sh Mohamed, the Independent Non-Executive Director of the Company, pursuant to the Proposals as set out in Section 2 of the Circular;

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company and to take all such steps or do all acts as they may deem necessary or expedient in order to implement and give full effect to the Proposed Pink Form Offer to Abdul Hamid Sh Mohamed, as part of the Proposed Listing.

BY ORDER OF THE BOARD

AHMAD AZNAN MOHD NAWAWI
SAZLIN AYESHA ABDUL SAMAT

Company Secretaries
Kuala Lumpur, Malaysia

14 March 2015

Notes:

- All defined terms used in Ordinary Resolution 2 shall have the same meanings as ascribed to them in Ordinary Resolution 1. All defined terms used in Ordinary Resolutions 3, 4, 5, 6, 7 and 8 shall have the same meanings as ascribed to them in Ordinary Resolutions 1 and 2.*
- The Proxy Form, to be valid, must be deposited at the Company’s Share Registrar, Symphony Share Registrars Sdn Bhd, at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for the meeting or any adjournment thereof.*
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies or attorney or other duly authorised representative to attend and vote instead of him. A member of the Company may appoint up to two proxies to attend the same meeting. Where the member of the Company appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
- In case of a corporation, the Proxy Form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
- In the case of joint holders, the signature of any one of them will suffice.*
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- Unless voting instructions are indicated in the spaces provided in the Proxy Form, the proxy may vote as he/she thinks fit.*
- Registration of members/proxies attending the meeting will commence at 9:00 a.m. on the day of the meeting and shall remain open until the conclusion of the Extraordinary General Meeting of the Company or such a time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.*
- Only members whose names appear in the Record of Depositors as at 23 March 2015 shall be eligible to attend the Extraordinary General Meeting of the Company or appoint a proxy(ies) to attend and/or vote on their behalf.*