



MAGNUM BERHAD (24217-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting ("**39th AGM**") of Magnum Berhad ("**Company**" or "**Magnum**") will be held at the Grand Ballroom, First Floor, Flamingo hotel by the lake, No. 5 Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on Friday, 29 May 2015 at 10.30 a.m. for the transaction of the following business:-

AGENDA

AS ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2014 together with the Report of the Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors' fees of RM320,000 in respect of the year ended 31 December 2014. (*Year 2013: RM484,000*) **(Resolution 1)**
3. To re-elect the following Directors who retire by rotation in accordance with Article 81 of the Articles of Association of the Company:-
 - (a) Tan Sri Dato' Surin Upatkoon **(Resolution 2)**
 - (b) Sigit Prasetya **(Resolution 3)**
4. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Board of Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following Ordinary Resolutions:-

ORDINARY RESOLUTION 1

- PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

(Resolution 5)

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue new ordinary shares in the Company, from time to time 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional new ordinary shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION 2

- 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")**

(Resolution 6)

"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 Extraordinary General Meeting of the Company held on 20 June 2014, 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 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 Renewal shall not exceed the sum of retained profits and/or share premium account of the Company. As at 31 December 2014, the audited retained profits and share premium account of the Company amounted to approximately RM1,356.6 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 share dividends to the shareholders and/or re-sold on the open market of the 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.”

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

BY ORDER OF THE BOARD

LEONG KUAN YING (MAICSA 7041318)

NG SOOK YEE (MAICSA 7020643)

Chartered Secretaries

Kuala Lumpur

30 April 2015

NOTES:-

Directors' Report, Audited Financial Statements and Auditors' Report

- A. This agenda 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 Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. Hence, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

Proxy

1. A depositor whose name appears in the Record of Depositors on 19 May 2015 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 35th 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.

Other Matters

9. Registration will start at 8.30 a.m. in Mewah Hall at Ground Floor, Flamingo hotel by the lake and will end at a time as directed by the Chairman of the meeting.
10. Light refreshments will only be served before the commencement of the 39th AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 5 – Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 5, if passed, will give the Directors of the Company, from the date of the 39th AGM, authority to issue and allot shares from the unissued capital of the Company for such purposes as the Directors deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This general mandate sought will provide flexibility to the Company of any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. 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 obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

Resolution 6 – Renewal of the Authority for the Company to purchase its own shares

The proposed Resolution 6, is a renewal of the mandate for the Company to repurchase its own shares and if passed, will empower the Company to purchase and/or hold from time to time 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 Renewal are set out in the Share Buy-Back Statement dated 30 April 2015 which is dispatched together with the Company's 2014 Annual Report.