

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting (“12th AGM”) of the Company will be held at Aman Jaya Convention Centre, Casuarina @ Meru Hotel, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan, Malaysia on **Friday, 12 June 2015, at 3.30 p.m.** for the purpose of transacting the following businesses:

AGENDA

AS ORDINARY BUSINESS

- | | | |
|----|--|-------------------------------|
| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Report of the Directors and Auditors thereon. | Please refer to Note 1 |
| 2. | To approve the payment of Directors’ Fees for the financial year ended 31 December 2014. | Resolution 1 |
| 3. | To re-elect Y.B. Dato’ Mohd Khusairi bin Abdul Talib who retires under Article 84 of the Company’s Articles of Association. | Resolution 2 |
| 4. | To re-elect Dato’ Mohd Azmi bin Haji Othman who retires under Article 91 of the Company’s Articles of Association. | Resolution 3 |
| 5. | To re-elect Tan Sri Dato’ Seri Megat Najmuddin bin Datuk Seri Dr Haji Megat Khas as Director of the Company to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act,1965. | Resolution 4 |
| 6. | To re-appoint Messrs AljeffriDean as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS

Ordinary Resolution

- | | | |
|----|---|---------------------|
| 7. | To consider and, if thought fit, pass the following Ordinary Resolution:- | Resolution 6 |
|----|---|---------------------|

Authority for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965.

“**THAT** pursuant to Section 132D of the Companies Act, 1965 and subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such person or persons 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 10% of the total issued share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional 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.”

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

8. **Proposed Renewal Of Existing Shareholder's Mandate For The Recurrent Related Party Transactions Of A Revenue Or Trading Nature** **Resolution 8**

“THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad (“Securities Exchange”), approval be and is hereby given to MHB and its subsidiary companies (“MHB Group”) to enter into recurrent related party transactions of a revenue or trading nature (“Recurrent Related Party Transactions”) with the related party set out in Section 2.1 of the circular to shareholders dated 28 May 2015 (“Circular”), subject to the following:

- (i) the Recurrent Related Party Transactions are or to be entered into in the ordinary course of business on terms not more favourable to the related party than those generally available to the public and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
- (ii) the disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
 - (a) the type of Recurrent Related Party Transactions made; and
 - (b) the name of the related party involved in each type of Recurrent Related Party Transactions made and its relationship with the Company;
- (iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this 12th AGM, at which this shareholders' mandate will lapse, unless the authority is renewed by a resolution passed at the next AGM;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“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 resolution passed by shareholders in a general meeting before the next AGM;whichever is earlier;

AND THAT the directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution;

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

AND THAT the estimates given of the Recurrent Related Party Transactions specified in Section 2.1 of the Circular being provisional in nature, the directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.2 of the Circular.”

9. To transact any other business appropriate to an AGM of which due notice shall have been given in accordance with the Act and the Company’s Articles of Association. **Resolution 8**

By order of the Board of Directors

Che Indon binti Ilyas (BC/C/445)

Company Secretary

Ipoh

28 May 2015

NOTICE OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (ICPS) DIVIDEND PAYMENT AND CLOSURE OF REGISTER

A dividend of 1% per share will be paid on 10th July 2015.

Notice is hereby given that the Register of Members of the Company will be closed on 25 June 2015 to determine shareholders’ entitlement to the dividend payment.

A depositor will qualify for entitlement only in respect of:

- a) Share transferred into the Depositors’ Securities account before 3.30 p.m. on 25 June 2015 in respect of ordinary transfers; and
- b) Share bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad

Note:

This Agenda is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

Proxy

A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead and Section 149 (1)(b) of the Act shall not apply.

When a member appoints more than one proxy the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.

Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 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.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy must be deposited at the Registered Office of the Company at Perbadanan Kemajuan Negeri Perak, Aras 3, No. 1-A, Blok A, Menara PKNP, Jalan Meru Casuarina, 30020 Bandar Meru Raya, Ipoh, Perak Darul Ridzuan at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The registration for the above Meeting will commence on **Friday, 12 June 2015 at 2.30 p.m.**

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Resolutions 2, 3 & 4

The profiles of the Directors standing for re-election are disclosed on pages [9] to [12] of the Annual Report and the details of their interest in the securities of the Company (if any) are disclosed under Analysis of Shareholding on pages [38] to [41] of the Annual Report.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 6: Authority For The Directors To Issue Shares Pursuant To Section 132D Of The Companies Act, 1965.

Subject to the exceptions provided in the Companies Act, 1965, the Directors would have to call for a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be now empowered to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

As at 31st December 2014, 7,405,370 new ordinary shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 27th June 2014 which will lapse at the conclusion of the forthcoming AGM to be held on 12th June 2015.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares, for purposes of funding investment(s), working capital and/or acquisition(s).

Ordinary Resolution 7: Proposed Renewal Of Existing Shareholders' Mandate For The Recurrent Related Party Transactions Of A Revenue Or Trading Nature.

The proposed Ordinary Resolution, if passed, will enable the MHB Group to enter into any of the recurrent transactions of a revenue or trading nature which are necessary for the MHB Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details of the Proposal are set out in the Circular to the Shareholders dated 28 May 2015 circulated together with this Annual Report.