



MULTI-USAGE HOLDINGS BERHAD
(228933-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of Multi-Usage Holdings Berhad will be held on Monday, 29 June 2015 at 10.00 a.m. at Sri Gangsa, Level 2, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang for the following purposes :

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2014 and the Reports of Directors and Auditors thereon.
2. To re-elect En Abd Aziz bin Mat who retires pursuant to Article 94 of the Company's Articles of Association. **Ordinary Resolution 1**
3. To re-elect Ir Cheah Chin Huat who retires pursuant to Article 94 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect Mr Ang Hwei Chyn who retires pursuant to Article 99 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To approve the payment of Directors' fees amounting to RM119,250/- for the year ended 31 December 2014. **Ordinary Resolution 4**
6. To re-appoint Messrs Deloitte as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:

7. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **Ordinary Resolution 6**

"That subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals from the relevant governmental and/or regulatory bodies where such approvals shall be necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, to issue and allot ordinary shares from the unissued capital of the Company upon such terms and conditions and at such times as may be determined by the Directors of the Company to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued capital for the time being of the Company AND THAT the Directors be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

8. **Retention of Independent Director**

"That En Abd Aziz bin Mat be retained as an Independent Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting." **Ordinary Resolution 7**

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

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143)
Ong Tze-En (MAICSA 7026537)
Lau Yoke Leng (MAICSA 7034778)
Joint Company Secretaries

Penang : 29 May 2015

Notes:

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, the proxy form must be executed under its Common Seal or the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
6. In respect of deposited securities, only a depositor whose name appear on the Record of Depositors on 22 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Note on Special Business:

1. The Ordinary Resolution 6, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

As announced on 17 April 2015, Bursa Malaysia Securities Berhad had on 16 April 2015 approved the Proposed Private Placement of new ordinary shares of RM1.00 each in the Company, representing not more than ten percent (10%) of the issued and paid-up share capital of the Company to be undertaken by the Company.

However, as at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 25 June 2014 and which will lapse at the conclusion of the Twenty Third Annual General Meeting. The renewed General Mandate will provide flexibility to the Company for 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.

2. The proposed Ordinary Resolution 7, if passed, will retain En Abd Aziz bin Mat as an Independent Director of the Company to fulfill the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the recommendation of No. 3.2 of the Malaysian Code on Corporate Governance 2012. The detail of the Board's justification and recommendation for the retention of the Independent Director is set out in the Corporate Governance Statement in the Annual Report 2014.

Statement Accompanying Notice of Annual General Meeting
(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. No individual is seeking election as a Director at the forthcoming Twenty Second AGM of the Company.