

MCT

BUILDING SUSTAINABLE COMMUNITIES

MCT BHD (881786-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of the Company will be held at the Grand Ballroom, Level R (Rooftop), The Place @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan on Monday, 28 November 2016 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To approve the payment of Directors' Fees in respect of the financial year ended 30 June 2016. (Resolution 1)
3. To re-elect the following Directors who shall retire pursuant to Article 81 of the Articles of Association of the Company:-
 - (a) Datuk Lim Kok Boon (Resolution 2)
 - (b) Dato' Sri Tong Seech Wi (Resolution 3)
4. To re-elect Tan Sri Dato' Hj Abd. Karim Bin Shaikh Munisar, who shall retire pursuant to Article 88 of the Articles of Association of the Company. (Resolution 4)
5. To re-appoint Deloitte as the Auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their remuneration. (Resolution 5)

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolution with or without modifications:-

6. Ordinary Resolution - Allotment of Shares Pursuant to Section 132D of the Companies Act, 1965
THAT subject always to the Companies Act, 1965, the Articles of Association of the Company, and the approvals from Bursa Malaysia Securities Berhad and any relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company, at any 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 to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being **AND THAT** the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. (Resolution 6)
7. To transact any other business for 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

Chua Hooi Sian (MAICSA 7014565)
Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kuala Lumpur

Dated: 31 October 2016

Notes:

1. This Agenda Item is not put forward for voting as the provisions of Section 169 of the Companies Act, 1965 do not require the Audited Financial Statements to be approved by shareholders.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 November 2016 shall be eligible to attend, speak and vote at the meeting.
3. Subject to Note 6 below, a member is entitled to attend and vote at a meeting of the Company and is entitled to appoint not more than two (2) proxies to attend and vote in his stead in respect of each securities account he holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. A member who is an Authorised Nominee may appoint 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. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes to Special Business:-

Allotment of shares pursuant to Section 132D of the Companies Act, 1965

The proposed adoption of the Ordinary Resolution 6 is for the purpose of seeking a general mandate to empower the Directors of the Company pursuant to Section 132D of the Companies Act, 1965, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten percent (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/ or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM of the Company held on 21 December 2015 and accordingly no proceeds were raised.