



Menang Corporation (M) Berhad (5383-K)
Incorporated in Malaysia

NOTICE OF FIFTY SECOND (52ND) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Second Annual General Meeting of MENANG CORPORATION (M) BERHAD ("Menang" or "the Company") will be held at the Cornerstone, Level 2, North Block, Wisma Selangor Dredging, 142D Jalan Ampang, 50450 Kuala Lumpur, Malaysia on Tuesday, 29 November 2016 at 10:00 a.m. for the following purposes:-

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees for the financial year ended 30 June 2016.
- To re-elect Dr Christopher Shun Kong Leng, CFP[®], RFP[™], a Director who retires by rotation in accordance with Article 112 of the Articles of Association of the Company.
- To re-elect Mr Toh May Fook, a Director who retires pursuant to Article 118 of the Articles of Association of the Company.
- To re-elect Mr Yoong Nim Chee, a Director who retires pursuant to Article 118 of the Articles of Association of the Company.
- To re-elect Y.A.M. Raja Shahrudin Rashid, a Director who retires pursuant to Article 118 of the Articles of Association of the Company.
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-

(Note 8)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

"THAT Dato' Abdul Mokhtar Ahmad, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."

- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-

"THAT Dato' Shun Leong Kwong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."

- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

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

- Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance."

Ordinary Resolution 9

- Retention of Independent Directors**

"THAT the following Directors be retained as Independent Non-Executive Directors of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting:-

- Mr Too Kok Leng
- Mr Chiam Tau Meng

**Ordinary Resolution 10
Ordinary Resolution 11**

- Election of a Director**

"THAT Mr Leou Thiam Lai be and is hereby elected as a Director of the Company."

Ordinary Resolution 12

- Proposed Amendments to the Articles of Association of the Company**

"THAT the amendments to the Articles of Association of the Company as set out in Appendix A attached with the Annual Report for the financial year ended 30 June 2016 be and are hereby approved."

Special Resolution 1

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

Company Secretary

Selangor Darul Ehsan
Date: 31 October 2016

NOTES:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person as proxy to attend and vote in his stead at the same meeting. 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.

- Where a member of the Company appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointments shall be invalid.

- Where a member of the Company 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

- The instrument appointing a proxy shall be signed by the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.

- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power of attorney or authority, shall be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at **21 November 2016** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

- Datin Mariam Eusoff retires pursuant to Section 129 of the Companies Act, 1965 at the Fifty-Second Annual General Meeting ("52nd AGM") of the Company. She has expressed that she does not wish to seek re-appointment at the 52nd AGM and therefore shall retire at the conclusion of the 52nd AGM of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Ordinary Resolution 9
Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

The Company had obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act") at the Fifty-First Annual General Meeting ("51st AGM") held on 27 November 2015. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution is a renewal of the general mandate for the issuance of shares by the Company pursuant to Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding future investments or working capital of the Group on a timely basis. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

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 thereof.

- Ordinary Resolutions 10 and 11 on Retention of Independent Directors**

a. Mr Too Kok Leng

Mr Too Kok Leng ("Mr Too") was appointed an Independent Non-Executive Director on 1 August 1995. Mr Too has served the Company as an Independent Non-Executive Director for more than nine (9) years as at the date of the notice of the 52nd AGM. The Nomination Committee has assessed the independence of Mr Too and noted that Mr Too meets the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Mr Too to be independent and recommends Mr Too to remain as an Independent Non-Executive Director.

b. Mr Chiam Tau Meng

Mr Chiam Tau Meng ("Mr Chiam") was appointed an Independent Non-Executive Director on 21 October 2005 and subsequently has been identified as the Senior Independent Non-Executive Director. Mr Chiam has served the Company as an Independent Non-Executive Director for more than nine (9) years as at the date of the notice of the 52nd AGM. The Nomination Committee has assessed the independence of Mr Chiam and noted that Mr Chiam meets the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Mr Chiam to be independent and recommends Mr Chiam to remain as an Independent Non-Executive Director.

- Ordinary Resolution 12
Election of a Director**

This proposed resolution if passed, Mr Leou Thiam Lai, will be elected as an Independent Non-Executive Director of the Company. His details are set out in the Statement Accompanying the Notice of Annual General Meeting on page 117 of this Annual Report.

- Special Resolution 1
Proposed Amendments to the Articles of Association of the Company**

The Special Resolution 1, if passed, will render the Articles of Association of the Company to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities and to further enhance administrative efficiency of the Company.