



**ML GLOBAL BERHAD**  
(Company No. 589167-W)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of ML Global Berhad (“MGB” or “Company”) will be held at Ballroom III, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 November 2016 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions by way of poll:-

### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF 1,000,000 ORDINARY SHARES OF RM1.00 EACH IN MITC ENGINEERING SDN BHD (“MITCE”), REPRESENTING THE ENTIRE EQUITY INTEREST IN MITCE FOR A PURCHASE CONSIDERATION OF RM300.0 MILLION (“PROPOSED ACQUISITION”)**

“**THAT**, subject to the passing of the Special Resolution and the approvals of all relevant authorities and/or parties (if required) being obtained and the conditions precedent as set out in the conditional share sale agreement dated 14 September 2016 entered into by MGB with MITC Sdn Bhd and Datuk Lim Lit Chek (collectively the “Vendors”) (“SSA”) being obtained/fulfilled or waived, approval and authority be and is hereby given to the Board of Directors of the Company (“Board” or “Directors”) to acquire 1,000,000 ordinary shares in MITCE, representing the entire equity interest in MITCE for a purchase consideration of RM300.0 million to be satisfied via the allotment and issuance of the following to the Vendors:-

- (i) 267,761,194 new ordinary shares of RM0.50 each in MGB (“MGB Shares”) (“Consideration OS”) at the issue price of RM0.67 per Consideration OS; and
- (ii) 180,000,000 new irredeemable convertible preference shares of RM0.50 each in MGB (“Consideration ICPS” or “ICPS”) at the issue price of RM0.67 per Consideration ICPS.

**THAT** pursuant to the terms of the SSA, approval and authority be and is hereby given to the Company to allot (whether provisionally or otherwise) and issue the Consideration OS and Consideration ICPS to the Vendors and/or their nominee(s)/placee(s).

**THAT** approval and authority be and is hereby given for the Company to allot and issue such new MGB Shares to the Vendors and/or their nominee(s)/placee(s) upon conversion of the Consideration ICPS subject to the rights and restrictions of the Consideration ICPS as set out in Appendix VI of the circular to the shareholders of the Company dated 4 November 2016 (“Circular”) and conditions as stipulated in the SSA.

**THAT** the Consideration OS and new MGB Shares to be allotted and issued upon conversion of the Consideration ICPS, shall, upon allotment and issue, rank *pari passu* in all respects with each other and with the then existing issued and paid-up MGB Shares, save and except that they shall not be entitled to any dividends, rights, entitlements, allotments and/or any other distributions which may be declared, made or paid to the shareholders of MGB, the entitlement date of which is prior to or on the date of allotment and issuance of such Consideration OS or new MGB Shares to be allotted and issued upon conversion of the Consideration ICPS.

**THAT** the Consideration ICPS shall constitute direct, unconditional, unsecured and unsubordinated obligations of MGB and shall upon allotment and issue, rank *pari passu* in all respect amongst themselves, and any such class of shares ranking *pari passu* with the ICPS which may be issued by MGB in the future. The Consideration ICPS shall rank in priority to the ordinary shares and any other securities which by their terms rank junior to the Consideration ICPS.

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or cause to be executed and delivered all the necessary documents, including the SSA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

### SPECIAL RESOLUTION

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (“PROPOSED M&A AMENDMENTS”)**

“**THAT** subject to the passing of the Ordinary Resolution and the approvals of all relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Board to give effect to the alterations, modifications, variations and deletions to the Memorandum and Articles of Association of the Company as set out in Appendix VII of the Circular.

**AND THAT** the Board be and is hereby authorised and empowered to take all steps, do or procure to be done all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed M&A Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities.”

### BY ORDER OF THE BOARD

**YEO WEE CHING (MAICSA 7063236)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

4 November 2016

### Notes:-

- (i) A member entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- (ii) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (iii) Where a member is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with provision of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 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.
- (iv) If no name is inserted for the name of proxy in the Proxy Form, the Chairman of the EGM will act as the proxy.
- (v) The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
- (vi) The Proxy Form or other instruments of appointment must be deposited at H02, Sunway PJ 51A, Jalan SS 9A/19, 47300 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (vii) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 November 2016. Only members whose name appears on the Record of Depositors as at 21 November 2016 shall be entitled to attend and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.