

MALAKOFF

A Member of  MMC Group

Malakoff Corporation Berhad (731568-V) (Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”) OF MEMBERS OF **MALAKOFF CORPORATION BERHAD (Company No. 731568-V) (“MCB” OR “THE COMPANY”)** WILL BE HELD AT THE **MAHKOTA II, HOTEL ISTANA, 73, JALAN RAJA CHULAN, 50200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 19 APRIL 2017 AT 10.30 A.M.** FOR THE PURPOSE OF CONSIDERING AND, IF THOUGHT FIT, PASSING THE FOLLOWING RESOLUTIONS:

ORDINARY BUSINESS

1. “THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2016 and the Directors’ Report and Auditors’ Report thereon be and are hereby received.”
(Please refer to Explanatory Note 1)
2. “THAT a final single-tier dividend of 3.5 sen per share for the financial year ended 31 December 2016 be and is hereby approved.” **(Resolution 1)**
3. “THAT the following Directors who retire in accordance with Article 105 of the Company’s Articles of Association be and are hereby re-elected as the Directors of the Company:-
 - I Datuk Muhamad Noor bin Hamid **(Resolution 2)**
 - II Tan Sri Dato’ Seri Alauddin bin Dato’ Md Sheriff **(Resolution 3)**
 - III Datuk Ooi Teik Huat **(Resolution 4)**
 - IV Dato’ Wan Kamaruzaman bin Wan Ahmad **(Resolution 5)****(Please refer to Explanatory Note 2)**
4. “THAT the payment of Directors’ fees of RM1,165,403 to the Non-Executive Directors for the financial year ended 31 December 2016 be and is hereby approved.” **(Resolution 6)**
5. “THAT the payment of Directors’ remuneration (excluding Directors’ fees and Board committee fees) at the capping amount of RM1,110,000 to the Non-Executive Directors from 31 January 2017 until the conclusion of the next AGM of the Company (“Relevant Period”) be and is hereby approved.” **(Resolution 7)**
(Please refer to Explanatory Note 3)
6. “THAT Messrs. KPMG PLT, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed as Auditors of the Company until the conclusion of the next AGM, AND THAT the remuneration to be paid to them be fixed by the Board.” **(Resolution 8)**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Articles of Association.

NOTICE OF BOOK CLOSURE AND NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT shareholders who are registered in the Register of Members and Record of Depositors at the close of business on 5 May 2017 shall be entitled to the final dividend which will be paid on 23 May 2017.

A depositor shall qualify for dividend entitlement only in respect of:

- a) Shares transferred into the Depositor's securities account before 4.00 p.m on 5 May 2017 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") on a cum entitlement basis according to the Rules of Bursa Malaysia Securities.

BY ORDER OF THE BOARD

Yeoh Soo Mei (MAICSA 7032259)

Nisham @ Abu Bakar bin Ahmad (MAICSA 7043879)

Company Secretaries

Kuala Lumpur

28 March 2017

Notes:

1. The proxy form, to be valid, must be deposited at the office of Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
2. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies or attorney or other duly authorised representative to attend and vote at his stead. A member of the Company may appoint up to two (2) proxies to attend the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. In case of a corporation, the proxy form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. In the case of joint holders, the signature of any one of them will suffice.
5. Where a member is an exempt authorised nominee as defined under 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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless it specifies the proportion of its shareholding to be represented by each proxy.
6. Only depositors whose names appear on the Record of Depositors as at 11 April 2017 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on their behalf.
7. Unless voting instructions are indicated in the spaces provided in the proxy form, the proxy may vote as he/she thinks fit.
8. Registration of members/proxies attending the meeting will commence at 8.30 a.m. on the day of the meeting and shall remain open until the conclusion of the AGM or such a time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.

Explanatory Notes on Ordinary Business:-

1. Audited Financial Statements for the financial year ended 31 December 2016

This Agenda item is meant for discussion only as under the provisions of Section 340(1) of the Companies Act, 2016 and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

2. Re-election of Directors retiring in accordance with Article 105

The proposed ordinary resolutions 2, 3, 4 and 5 under Agenda 3 of the Eleventh AGM are to seek the shareholders' approval on the re-election of the Directors standing for re-election in accordance with the Articles of Association of the Company. The Board, after having received their consent for re-election, recommends the re-election of the following directors for the following reasons:-

- **Datuk Muhamad Noor bin Hamid**

Datuk Muhamad Noor bin Hamid, is a mechanical engineer by training and has 30 years of direct working experience in the oil and gas industry ranging from project planning and implementation, operation, consulting and contracting. Backed by strong technical experience and his work experience both locally and overseas, Datuk Muhamad Noor often serves as a sounding board to both the management and the Board on key technical issues faced by the Group's water and power plants including the areas of procurement where he sits as the Chairman of the Board Procurement Committee ("BPC"). Datuk Muhamad Noor is also a member of two other board committees namely, the Board Risk and Investment Committee and Board Nomination and Remuneration Committee ("BNRC").

- **Tan Sri Dato' Seri Alauddin bin Dato' Md Sheriff**

Tan Sri Dato' Seri Alauddin bin Dato' Md Sheriff is knowledgeable in areas of law and judicial and had held various posts in the judicial service since 1971. The last position held by Tan Sri Alauddin before he retired in August 2011 was the President of the Court of Appeal. The Board has benefitted from the legal insights and depths he has brought to the Board's discussion and decision.

He has also provided legal opinions where necessary on the interpretation of the law concerning the business of the Group. Tan Sri Alauddin is a member of two board committees namely Board Audit Committee ("BAC") and BPC, and was the former BNRC member before making way for a restructuring exercise to optimize the size of the BNRC.

In line with the Malaysian Code on Corporate Governance 2012, the BNRC had carried out independence assessment on Tan Sri Alauddin where he had declared independence as per the criteria prescribed by the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad. The BNRC had, based on self-declaration of Tan Sri Alauddin that coincides with his behaviour and in the manner in which he conducts himself on the Board, satisfied that he has complied with the spirit of independence prescribed by the MMLR. His re-election will continue to bring independent and objective judgement to the Board deliberations.

- **Datuk Ooi Teik Huat**

Datuk Ooi is knowledgeable in the area of accounts and economics and has corporate finance industry experience gained through his career. Datuk Ooi is committed in ensuring that he provides constructive feedback and ideas in the Board deliberations. He also provides insightful details to the compliance and governance issues of the Company to the Board and the management. Datuk Ooi sits on two committees of the Board namely BAC and BPC, and was the former BNRC member before making way for a restructuring exercise to optimize the size of the BNRC.

- **Dato' Wan Kamaruzaman bin Wan Ahmad**

Dato' Wan Kamaruzaman is knowledgeable in the area of economics and had illustrious career both in the private and government sectors in the area of treasury where he gained invaluable exposure and experience working locally and internationally. As the Company has business presence both local and overseas, Dato' Wan Kamaruzaman has been able to provide invaluable advice to both the management and the Board on key operational issues and growth plans of the Company.

3. Directors' allowances and/or benefits payable to the Non-Executive Directors ("NEDs") of the Company from 31 January 2017 until the conclusion of the next AGM

With the enforcement of Section 230(1) of Companies Act 2016 ("CA 2016") effective 31 January 2017, the listed company is required to table, amongst others, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries for the shareholders' approval at a general meeting.

The proposed ordinary resolution 7 under Agenda 5, if passed, will allow the payment of the following Directors' remuneration (excluding Directors' fees and Board committee fees) to the NEDs of the Company on a monthly basis and/or as and when incurred within the Relevant Period:-

- Allowances payable by the Company comprising meeting allowances, annual leave passage and/or annual reimbursable fee including benefits-in-kind to the Chairman.

Details of the estimated Directors' remuneration (excluding Directors' fees and Board Committee fees) for NEDs for the Relevant Period are set out below:-

Directors	Meeting Allowances for Board and Board Committees	Other Allowances¹ (RM)	Benefits-in- Kind (RM)	Total (RM)
Y.A.M Tan Sri Dato' Seri Syed Anwar Jamalullail (Chairman)	56,000	25,000	172,200 ²	253,200
Dato' Sri Che Khalib bin Mohamad Noh	40,000 ³	25,000	-	65,000
Datuk Muhamad Noor bin Hamid	90,000	25,000	-	111,000
Cindy Tan Ler Chin	68,000	25,000	-	89,000
Kohei Hirao	40,000	25,000	-	65,000
Datuk Ooi Teik Huat	77,000	25,000	-	102,000
Datuk Dr. Syed Muhamad bin Syed Abdul Kadir	97,000	25,000	-	118,000
Datuk Idris bin Abdullah	97,000	25,000	-	118,000
Tan Sri Dato' Seri Alauddin bin Dato' Md Sheriff	77,000	25,000	-	102,000
Dato' Wan Kamaruzaman bin Wan Ahmad	40,000	25,000	-	65,000
Zalman bin Ismail (Alternate Director to Dato' Wan Kamaruzaman bin Wan Ahmad)	Refer to Note 4	N/A	N/A	-
TOTAL	682,000	250,000	172,200	1,104,200 (capped at 1,110,000)

The directors' remuneration quoted above are same as those received by NEDs in the previous year.

Notes:

1 Other allowances to the NEDs comprising annual leave passage & annual supplemental fees

2 Benefits in kind comprising company car, company driver, petrol, utilities & medical reimbursements

- 3 *Meeting allowance is shared on an equal basis between the NED and MMC Corporation Berhad (which nominated the NED on the Board).*
- 4 *Meeting allowance will be paid to the alternate director in the event that he attends meetings in the absence of Dato' Wan Kamaruzaman bin Wan Ahmad.*

4. Abstention from Voting

Any of the Directors who is a shareholder of the Company shall abstain from voting on the resolution in respect of his re-election at the Eleventh AGM, and the NEDs who are shareholders of the Company will also abstain from voting on the resolutions concerning remuneration to the NEDs at the Eleventh AGM.