



MMC CORPORATION BERHAD

(Company No.: 30245-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of MMC Corporation Berhad (“MMC” or the “Company”) will be held at Mahkota II, Hotel Istana, 73, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Thursday, 11 May 2017 at 11.00 a.m. or immediately following the conclusion of our Forty-first Annual General Meeting (41st AGM) or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the following Resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 37,459,501 ORDINARY SHARES IN PENANG PORT SDN BHD (“PPSB”) (“51% PURCHASE SHARES”) REPRESENTING APPROXIMATELY 51.0% ORDINARY EQUITY INTEREST IN PPSB BY MMC PORT HOLDINGS SDN BHD (“MMC PORT”), A WHOLLY-OWNED SUBSIDIARY OF MMC, FROM SEAPORT TERMINAL (JOHORE) SDN BHD FOR A CASH CONSIDERATION OF RM220.0 MILLION (“PROPOSED 51% ACQUISITION”)

“**THAT** subject to all other approvals being obtained from the relevant parties and regulatory authorities (if required), approval be and is hereby given for MMC Port to acquire the 51% Purchase Shares representing approximately 51.0% ordinary equity interest in PPSB for a cash consideration of RM220.0 million.

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, to give effect to the Proposed 51% Acquisition with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required, and to deal with all matters relating thereto and to enter into all such agreements, arrangements, undertakings, indemnities, transfer and assignments with any party or parties and to take all steps and to do all acts and things in any manner as the Directors may deem necessary and expedient to implement, finalise, give full effect to and complete the Proposed 51% Acquisition.”

BY ORDER OF THE BOARD

AHMAD AZNAN MOHD NAWAWI
SAZLIN AYESHA ABDUL SAMAT
Company Secretaries

Kuala Lumpur, Malaysia
27 April 2017

Notes:

1. 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 instead of him/her. 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, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
2. The Proxy Form, to be valid, must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for the meeting or any adjournment thereof.
3. In the 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/her 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.
6. Unless voting instructions are indicated in the spaces provided in the Proxy Form, the proxy may vote as he/she thinks fit.
7. Registration of members/proxies attending the meeting will commence at 8.00 a.m. on the day of the meeting and shall remain open until such time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.
8. Only members whose names appear on the Record of Depositors as at 2 May 2017 shall be entitled to attend the said EGM of the Company or appoint a proxy(ies) to attend and/or vote on their behalf.