

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 14<sup>th</sup> Annual General Meeting ("AGM") of Mudajaya Group Berhad will be held at Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 June 2017 at 2.30 p.m. for the following purposes:-

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon.  
**(Please refer to Explanatory Note 1)**
- To re-elect Mr Chew Hoy Ping, who retires by rotation pursuant to Article 76 of the Company's Articles of Association and being eligible, has offered himself for re-election.  
**(Ordinary Resolution 1)**
- To re-elect Mr Lee Eng Leong, who retires pursuant to Article 83 of the Company's Articles of Association and being eligible, has offered himself for re-election.  
**(Ordinary Resolution 2)**
- To re-appoint Mr Wee Teck Nam as a Director of the Company.  
**(Ordinary Resolution 3)**
- To approve the payment of Directors' fees for the financial year ended 31 December 2016.  
**(Ordinary Resolution 4)**
- To approve the payment of Directors' remuneration and benefits (excluding Directors' fees) to the Non-Executive Directors from 31 January 2017 until the next AGM of the Company.  
**(Ordinary Resolution 5)**
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  
**(Ordinary Resolution 6)**

### AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION:**  
**Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT subject always to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."  
**(Ordinary Resolution 7)**

- ORDINARY RESOLUTION:**  
**Proposed Renewal of Authority for the Purchase by the Company of its Own Shares**

"THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the audited retained profits and/or share premium account of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:-

- the conclusion of the next AGM of the Company at which time such authority

shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them or such other manner as allowed under the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."  
**(Ordinary Resolution 8)**

- To transact any other business of which due notice shall have been received.

By Order of the Board

**LEE SUAN CHOO** (MAICSA 7017562)  
**CHEAH WAI YUEN** (MAICSA 7025907)  
Company Secretaries

Petaling Jaya  
28 April 2017

### NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy or proxies may but need not be a member of the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the Proxy Form shall be under its Common Seal or under the hand of its attorney.
- The Proxy Form must be deposited at the Company's Registered Office situated at Level 12, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 7 June 2017 shall be eligible to attend the meeting or appoint proxy(ies) to attend and vote on his behalf.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

### EXPLANATORY NOTES:

- Audited Financial Statements for the financial year ended 31 December 2016**

This agenda item is meant for discussion only as the provision of Section 340(1) (a) of the Act requires the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

- Re-Appointment of Director**

There is no age limit to act as directors in a public company pursuant to the Companies Act 2016 which came in force on 31 January 2017. In this respect, Mr Wee Teck Nam, aged above 70 who was re-appointed pursuant to Section 129 of the Companies Act 1965 at the last AGM of the Company, will hold office until the conclusion of this 14<sup>th</sup> AGM.

The proposed Ordinary Resolution 3, if passed, will enable Mr Wee Teck Nam, who has offered himself for re-appointment, to continue to act as a Director of the Company and he shall be subject to retirement by rotation at a later date.

- Directors' Remuneration and Benefits**

Ordinary Resolution 5 relates to the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) to the Non-Executive Directors from 31 January 2017 until the next AGM of the Company, which comprise the following:-

|   | Board<br>Chairman      | Chairman<br>of the Audit<br>Committee | Non-<br>Executive<br>Director |
|---|------------------------|---------------------------------------|-------------------------------|
| Fixed Allowance<br>(payable on quarterly basis)   | RM100,000<br>per annum | RM50,000<br>per annum                 | -                             |
| Meeting Allowance for<br>attendance of Board and<br>Board Committee Meetings,<br>and general meetings | RM1,000 per<br>meeting | RM1,000 per<br>meeting                | RM1,000 per<br>meeting        |
| Other Benefits  | Company car            | -                                     | -                             |

The Fixed Allowances are given to the Board Chairman and Chairman of the Audit Committee, in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities.

- Authority to Issue Shares pursuant to Sections 75 and 76 of the Act**

The proposed Ordinary Resolution 7 is to empower the Directors to issue shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for such purposes as they consider would be in the interest of the Company, such as investment(s), acquisition of asset(s) or working capital. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The Company did not issue any shares pursuant to the mandate granted last year. Nevertheless, a renewal of the mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such issue of shares.

- Proposed Renewal of Authority for the Purchase by the Company of its Own Shares**

The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-back Statement dated 28 April 2017.

### STATEMENT ACCOMPANYING NOTICE OF 14<sup>th</sup> ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is seeking for election as a Director at the 14<sup>th</sup> Annual General Meeting of the Company.

- A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

The proposed Ordinary Resolution 7 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the said mandate granted to the Directors at the last Annual General Meeting held on 16 June 2016.