



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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT an Extraordinary General Meeting of Menang Corporation (M) Berhad ("MCB" or the "Company") will be held at the Cornerstone, Level 2, North Block, Wisma Selangor Dredging, 142D Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 29 November 2017 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Fifty Third (53<sup>rd</sup>) Annual General Meeting to be held at the same venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 320,528,400 NEW ORDINARY SHARES IN MCB ("MCB SHARES") ("BONUS SHARES") ON THE BASIS OF FOUR (4) BONUS SHARES FOR EVERY FIVE (5) EXISTING MCB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**"THAT** subject to and conditional upon the approvals of all relevant authorities/parties, where required, the Directors of MCB be and are hereby authorised to capitalise an amount of up to RM160,264,200 out of the Company's capital reduction reserve and retained earnings accounts for the purpose of the Proposed Bonus Issue, and to apply the same for the purposes of issuing up to 320,528,400 Bonus Shares in the share capital of the Company credited as fully paid-up to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later ("**Entitlement Date**"), on the basis of four (4) Bonus Shares for every five (5) existing MCB Shares held on the Entitlement Date.

**THAT** the Directors of MCB be and are hereby authorised to deal with any fractional entitlements of the Bonus Shares that may arise from the Proposed Bonus Issue in such manner as the Directors of MCB shall in their absolute discretion deem fit, expedient and in the best interest of the Company.

**THAT** the Bonus Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing MCB Shares except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of MCB, the entitlement date of which is prior to the date of allotment of the Bonus Shares.

**THAT** the Directors of MCB be and are hereby authorised with full power to:-

- (i) issue and allot such further Warrants 2014/2019 ("**Additional Warrants B**") constituted by the Deed Poll dated 20 June 2014 ("**Deed Poll**") pursuant to the adjustment as provided under the Deed Poll as a consequence of the Proposed Bonus Issue;
- (ii) issue and allot new MCB Shares credited as fully paid-up arising from any exercise of the Additional Warrants B from time to time by the holders of the Additional Warrants B; and
- (iii) adjust the exercise price of the Warrants 2014/2019, including the Additional Warrants B, pursuant to the adjustment as provided under the Deed Poll as a consequence of the Proposed Bonus Issue.

**AND THAT** any one of the Directors of MCB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Directors of MCB and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**BY ORDER OF THE BOARD**

**TAI YIT CHAN (MAICSA 7009143)**  
Company Secretary

Selangor Darul Ehsan  
31 October 2017

**Notes:-**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person as proxy to attend, participate, speak and vote in his stead at the same meeting. A proxy may but need not be a member of the Company.
2. 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.
3. 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.
4. If the appointer 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.
5. The instrument appointing a proxy shall be signed by the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially 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.
7. 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 2017 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.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of meeting will be put to vote by way of poll.