



BUILDING SUSTAINABLE COMMUNITIES

MCT BHD (881786-X)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eighth (8th) Annual General Meeting ("AGM") of the Company will be held at the Grand Ballroom, Level R (Rooftop), The Place @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan on Tuesday, 28 November 2017 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to explanatory Note 1)
2. To approve the payment of Directors' fees of RM425,419.18 for the financial year ended 30 June 2017. (Resolution 1)
3. To re-elect the following Directors who shall retire pursuant to Article 81 of the Company's Articles of Association:-
(a) Tan Sri Dato' Sri Abi Musa Asa'ari bin Mohamed Nor (Resolution 2)
(b) Tan Sri Dato' Sri Goh Ming Choon (Resolution 3)
4. To re-elect the following Directors who shall retire pursuant to Article 88 of the Company's Articles of Association:-
(a) Mr. Jose Juan Z. Jugo (Resolution 4)
(b) Mr. Lao Chok Keang (Resolution 5)
5. To re-appoint Messrs. Deloitte PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. (Resolution 6)

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

6. **ORDINARY RESOLUTION 1**
- **PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016 ("the Act")**
"THAT the benefits of not exceeding RM200,000.00 payable to the Directors under Section 230 of the Act for the financial period from 31 January 2017 until the next Annual General Meeting of the Company be and is hereby approved for payment." (Resolution 7)
7. **ORDINARY RESOLUTION 2**
- **ALLOTMENT OF SHARES PURSUANT TO THE COMPANIES ACT 2016 ("the Act")**
THAT subject always to the Act, the Articles of Association of the Company, and the approvals from Bursa Malaysia Securities Berhad and any relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being **AND THAT** the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company. (Resolution 8)
8. To transact any other business of which due notice shall have been received.

By Order of the Board

Chua Hooi Sian (MAICSA 7014565)
Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kuala Lumpur

Dated: 31 October 2017

Notes:

1. Only members whose names appear in the Record of Depositors on 22 November 2017 shall be eligible to attend, speak and vote at the meeting.
2. Subject to Note 5 below, a member is entitled to attend and vote at a meeting of the Company and is entitled to appoint not more than two (2) proxies to attend and vote in his stead in respect of each securities account he holds with ordinary shares of the Company standing to the credit of the said securities account.
3. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. A member who is an Authorised Nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Note 1:

This Agenda Item is not put forward for voting as the provisions of Section 340(1) of the Act do not require the Audited Financial Statements to be approved by shareholders.

Explanatory Notes to Special Business:

Payment of Benefits Payable to the Directors under Section 230 of the Act

The proposed adoption of the Ordinary Resolution 1 is for the purpose of approving the Directors' benefits of up to RM200,000.00 comprising meeting allowances based on the number of scheduled and unscheduled Board and Board Committee Meetings as and when incurred during the financial year including benefits-in-kind and assuming that all Non-Executive Directors will hold office until the conclusion of the next AGM.

Allotment of Shares Pursuant to the Act

The proposed adoption of the Ordinary Resolution 2 is for the purpose of seeking a general mandate for issuance and allotment of shares by the Company pursuant to the Act, and if approved, will empower the Directors to issue and allot shares up to 10% of the total number of issued shares in the Company for the time being for such purposes as the Directors consider would be in the interests of the Company.

This authority, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. At this juncture, the Company has not issued any new shares pursuant to the authority granted to the Directors at the last Seventh AGM of the Company held on 28 November 2016 which will lapse at the conclusion of the 8th AGM.

This authority will provide flexibility and to avoid delay and cost in convening general meetings to approve such issuance of shares for fund raising activities, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/ or acquisition(s).