



MEDA INC
MEDA INC. BERHAD
(507785-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of the Company will be held at Ballroom 1, Level 5, The Summit Hotel Subang USJ, Persiaran Kewajipan, USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Friday, 25 May 2018 at 9:30 a.m.

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees.
- To approve the payment of Directors' benefit (excluding Directors' fees) to the Non-Executive Directors from 31 January 2017 until the next Annual General Meeting of the Company.
- To re-elect the following Directors who retire in accordance with Article 96(1) of the Company's Constitution:-
 - Dato' (Dr.) Teoh Seng Foo
 - Mr. Chin Wing Wah
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorize the Directors to fix their remuneration.
- As **SPECIAL BUSINESS**, to consider and if thought fit, to pass the following Ordinary Resolutions:-

[Please refer to
Explanatory Notes
[Ordinary Resolution 1]
[Ordinary Resolution 2]

[Ordinary Resolution 3]
[Ordinary Resolution 4]
[Ordinary Resolution 5]

ORDINARY RESOLUTION 6

[Ordinary Resolution 6]

PROPOSED RETENTION OF INDEPENDENT DIRECTOR

To retain Mr. Ooi Giap Chng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017.

ORDINARY RESOLUTION 7

[Ordinary Resolution 7]

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"That, subject to the Companies Act, 2016 and the Articles of Association of the Company and approvals from the Securities Commission and Bursa Malaysia Securities Berhad and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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

BY ORDER OF THE BOARD

TAN SHIM CHIENG (MAICSA 7013540)

Secretary
Petaling Jaya
20 April 2018

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 May 2018 ("General Meeting Record of Depositors") are entitled to attend, speak and vote at the Company's 18th Annual General Meeting to be held on 25 May 2018.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- A proxy need not be a member of the Company. A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy.
- In the case of a corporate body, the proxy appointed must be in accordance with the Articles of Association and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney of the corporation duly authorized.
- Where a member of the Company is an exempt authorized 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 respects of each omnibus account it holds.
- The Form of Proxy must be deposited at the Company's Registrar, Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- Any alteration in the Form of Proxy must be initiated.

EXPLANATORY NOTES

1. To receive the Audited Financial Statements

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

2. Ordinary Resolution 1 & 2

- Payment of Directors' fees and benefits made payable to Non Executive Directors

The proposed directors' fees of RM 170,000 be maintained as per the previous financial year 2016 payable to Non-Executive Directors.

Pursuant to Section 230 of the Companies Act, 2016, any fees and benefits payable to Directors of a listed company and its subsidiary shall be approved at a general meeting.

The Company is seeking shareholders' approval on the benefits/emoluments payable to the Non-Executive Directors which comprises of meeting allowance of RM1,000 per meeting of the Board and Board Committees for the period commencing 31 January 2017 until the next Annual General Meeting as reimbursement for lodging, food and travelling expenses. The meeting allowances which will only be accorded based on actual attendance of meetings by the Directors.

3. Ordinary Resolution 6

- Proposed Retention of Independent Director

The proposed Ordinary Resolution No. 6, if passed, will allow the independent director to be retained and continue acting as independent director to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements and the Malaysian Code on Corporate Governance 2017. Pursuant to recommendation No. 4.2 of the Malaysian Code on Corporate Governance 2017, the proposed resolution will go through a two-tier voting if the board continues to retain independent director after the twelfth year.

4. Ordinary Resolution 7

- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution No. 7, if passed, will authorize the directors to issue shares up to 10% of the issued and paid-up capital of the Company for the time being for such purposes as the directors consider would be in the best interest of the Company. The purpose for the renewal of a general mandate is to avoid any delay and cost in convening a general meeting to specifically approve such an issue of shares for any possible fund raising activities (excluding placing of shares) for the purpose of funding future investment projects, additional working capital etc.

This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company did not issue any new shares pursuant to the mandate granted to the directors at the last Annual General Meeting held on 25 May 2017 which will lapse at the conclusion of the forthcoming Annual General Meeting.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.