

MINTYE BERHAD

(Company No: 1177348-P)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 42nd Annual General Meeting of the Company will be held at the Conference Room, Mintye Corporate Headquarters, No. 175, Jalan Usaha 3, Taman Perindustrian Air Keroh, 75450 Melaka on Thursday, 28 June 2018 at 10.30 a.m. for the following purposes :

1. To receive the Audited Financial Statements for the financial year ended 31 January 2018 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note on Agenda 1)
2. To approve the payment of a First and Final Single Tier Dividend of 3% for the financial year ended 31 January 2018 as recommended by the Directors. Resolution 1
3. To approve the payment of Directors' fees of RM12,000/= and benefits of RM15,000/= for the financial year ended 31 January 2018. Resolution 2
4. To re-elect the following Directors retiring under Article 94 of the Company's Articles of Association :
 - (a) Tuan Haji Mazlan bin Mohamad Resolution 3
 - (b) Mr Khor Kay Cham @ Koh Kay Cham Resolution 4
5. To re-appoint Messrs Cheng & Co. as Auditors of the Company and to authorize the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following resolutions :

6. **Ordinary Resolution** Resolution 6
Retention of Mr Khor Kay Cham @ Koh Kay Cham as Independent Director
"THAT Mr Khor Kay Cham @ Koh Kay Cham be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2017."
7. **Ordinary Resolution** Resolution 7
Retention of Mr Goh Koong Yuen as Independent Director
"THAT Mr Goh Koong Yuen be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2017."
8. **Ordinary Resolution** Resolution 8
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions
"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions from time to time, which is necessary for its day-to-day operations as set out in section 2.4 of the Circular to Shareholders dated 31 May 2018 which is of a revenue or trading nature and in the ordinary course of business and is on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders, subject to compliance with the Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("Act"), the Company's Memorandum and Articles of Association and all other applicable laws, guideline, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until :

- (a) the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders in a General Meeting; whichever is earlier.

THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.”

9. **Ordinary Resolution**

Resolution 9

Proposed Share Buy-Back up to Ten Percent (10%) of the Issued Share Capital of the Company

“(I) THAT subject always to the Companies Act, 2016 (“Act”), provisions of the Company’s constitution and the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, and other relevant approvals, approval be and is hereby given to the Company and the Directors of the Company to purchase the ordinary shares of the Company (“Shares”) through Bursa Securities, subject to the following:-

- (a) the maximum number of Shares that may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time;
- (b) the maximum fund to be allocated by the Company for purpose of purchasing its Shares shall not exceed the total retained profits of the Company; and
- (c) the Shares purchased are to be treated in either of the following manner:-
 - (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as treasury shares; or
 - (iii) retain part of the Shares purchased as treasury shares and cancel the remainder

The treasury shares may be distributed as dividends to the shareholders and/or resold through Bursa Securities and/or subsequently cancelled.

(II) AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

- (a) the conclusion of the next Annual General Meeting, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to the provision of the Act; or
- (c) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company,

whichever occurs first.

AND THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorized by this Ordinary Resolution.”

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the First and Final Single Tier Dividend of 3% for the financial year ended 31 January 2018, if approved by the shareholders, will be paid on 23 July 2018 to depositors registered in the Record of Depositors at the close of business on 9 July 2018.

A depositor shall qualify for entitlement only in respect of :

- a) Shares transferred into the Depositors Securities Account before 4.00 p.m. on 9 July 2018 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

FONG WAI @ FOONG KAI MING
Company Secretary

Kuala Lumpur
31 May 2018

Notes:

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two (2) proxies) to attend and vote on his behalf. A proxy may but need not be a member of the Company.*
2. *Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*
3. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 729 7th Floor, Sun Kompleks, Jalan Bukit Bintang, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. If the appointer is a corporation, the Proxy form must be executed under its Common Seal or under the hand of its officer or duly authorised attorney.*
4. *Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.*
5. *Where a member is an exempt authorised nominee which holds ordinary 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 on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*

Explanatory Note on Agenda 1

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 shareholders for the Audited Financial Statements and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business

(i) Resolution 6 and 7

The proposed Ordinary Resolutions 6 and 7, if passed, will allow both Mr Khor Kay Cham @ Koh Kay Cham and Mr Goh Koong Yuen to be retained and to continue acting as an Independent Non-Executive Directors of the Company and to hold office until the conclusion of the next AGM of the Company. The justifications to recommend the retention of Mr Khor Kay Cham @ Koh Kay Cham and Mr Goh Koong Yuen as Independent Directors are set out on page 20 of the Statement on Corporate Governance in the Annual Report 2018.

(ii) Resolution 8

The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to detriment of the minority shareholders of the Company as disclosed in the Circular to Shareholders dated 31 May 2018 which have been dispatched together with the Company's Annual Report 2018.

(iii) Resolution 9

The proposed Ordinary Resolution 9, if passed, will enable the Directors of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities as disclosed in the Circular to Shareholders dated 31 May 2018 which have been dispatched together with the Company's Annual Report 2018.