



MNRB Holdings Berhad

(Company No. 13487-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of MNRB Holdings Berhad ("MNRB" or the "Company") will be held at the Auditorium, 3rd Floor, Bangunan Malaysian Re, No. 17, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur on Thursday, 13 September 2018 at 1.00 p.m., or immediately following the conclusion of the 45th Annual General Meeting of MNRB, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES IN MNRB ("MNRB SHARES") ("RIGHTS SHARES") TO RAISE GROSS PROCEEDS OF APPROXIMATELY RM400 MILLION ("PROPOSED RIGHTS ISSUE")

"THAT subject to the approvals of all relevant regulatory authorities being obtained (if required), the Board of Directors of MNRB ("**Board**") be and is hereby authorised to provisionally allot by way of a renounceable rights issue of such number of new MNRB Shares to raise gross proceeds of approximately RM400 million, at an issue price and entitlement basis to be determined and announced by the Board, to the shareholders of MNRB ("**Shareholders**") whose names appear in the Record of Depositors of MNRB at 5.00 p.m. on an entitlement date to be determined and announced later by the Board ("**Entitled Shareholders**");

THAT fractional entitlements of the Rights Shares, if any, arising from the Proposed Rights Issue shall be disregarded and dealt with in such manner as the Board shall in its discretion deem fit and expedient and in the best interest of the Company;

THAT any Rights Shares which are not taken up or are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications by the other Entitled Shareholders and/or their renounee(s) in a fair and equitable manner on a basis to be determined by the Board;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.7 of the Circular to the Shareholders dated 23 August 2018, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

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

AND THAT the Board be and is hereby authorised to:

- (a) enter into any underwriting agreement(s) for the underwriting of any part of the open portion of the Rights Shares and all other documents, agreements and/or arrangements in connection with the underwriting of the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit; and
- (b) do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of MNRB all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue."

By Order of the Board

Norazman Hashim (MIA 5817)

Lena Abd Latif (LS 8766)

Company Secretaries

Kuala Lumpur
23 August 2018

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint proxy(ies) to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**Authorised Nominee**") may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
3. Notwithstanding the above, an exempt Authorised Nominee which holds 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy and only one (1) proxy shall be entitled to vote.
5. An Instrument appointing a proxy(ies) shall be in writing, and in the case of an individual shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a Corporation shall be either given under its common seal or signed on its behalf by its attorney or an officer of the Corporation so authorised.
6. An Instrument appointing a proxy(ies) must be deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, not less than forty-eight (48) hours before the time set for the EGM or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 6 September 2018 shall be eligible to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf.
8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM is to be voted by poll.