



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of MMS Ventures Berhad ("MMSV" or "Company") will be held at the Auditorium of MMS Ventures Berhad, Plot 84A, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park, Phase 4, 11900 Penang on Thursday, 11 October 2018 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions to give effect to the Proposals:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 40,750,000 NEW ORDINARY SHARES OF MMSV ("MMSV SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 4 EXISTING MMSV SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

**"THAT:**

- (a) subject to the requisite consents and/or approvals of all relevant regulatory authorities, including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new MMSV Shares to be issued hereunder, and/or parties being obtained, approval be and is hereby given for the Board of Directors of MMSV ("Board") to allot and issue up to 40,750,000 Bonus Shares, and the Board be and is hereby authorised to utilise the balance of up to RM4,075,000 standing to the credit of the Company's share premium account, in accordance with Subsection 618(3)(c) of the Companies Act 2016, to pay up in full such Bonus Shares to be allotted and issued to the shareholders of the Company on the basis of 1 Bonus Share for every 4 existing MMSV Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as of the close of business on an entitlement date to be determined and announced later by the Board at its sole discretion;
- (b) notwithstanding anything to the contrary, no fraction of an MMSV Share shall be allotted and issued, and the Board be and is hereby authorised to deal with any fractional entitlement under the Proposed Bonus Issue in such a manner as the Board shall, in its absolute discretion, deem fit and expedient, and in the best interest of the Company; and
- (c) the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing MMSV Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments, entitlement and/or other distributions that may be declared, made or paid where the entitlement date thereof precedes the date of allotment and issuance of the Bonus Shares.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, to give effect to the Proposed Bonus Issue with full power to consent to and adopt such conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bonus Issue, and to deal with all matters relating thereto and to take all 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 Proposed Bonus Issue.

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MMSV AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) ("PROPOSED ESOS")**

**"THAT,** subject to the requisite consents and/or approvals of all relevant regulatory authorities and/or parties being obtained, including the approval of Bursa Securities for the listing of and quotation for the new MMSV Shares to be issued hereunder, approval be and is hereby given for the Board to:

- (a) establish, implement and administer an ESOS of up to 10% of the total number of issued shares of the Company (excluding treasury shares) at any one time over the duration of the scheme for the eligible Directors and employees of MMSV ("Eligible Persons") and its subsidiary companies (excluding subsidiary companies which are dormant) ("MMSV Group") in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in Appendix I ("By-Laws") of the circular to shareholders of the Company dated 26 September 2018 ("Circular") and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (b) offer and grant ESOS Options under the Scheme ("Options") and to allot and issue from time to time such number of new MMSV Shares as may be required to be issued pursuant to the exercise of Options under the Proposed ESOS, **PROVIDED THAT** the total number of new MMSV Shares to be issued and allotted under the Proposed ESOS shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any one time during the duration of the Proposed ESOS **AND THAT** the new MMSV Shares to be allotted and issued upon the exercise of any Options granted under the Proposed ESOS will, upon allotment and issuance, rank equally with the existing MMSV Shares, save and except that the new MMSV Shares will not be entitled to any dividends, rights, allotments or other distributions which may be declared, made or paid, of which the entitlement date is prior to the date of allotment and issuance of such new MMSV Shares;
- (c) add, amend, modify and/or delete from time to time all or any part of the terms and conditions governing the Proposed ESOS including the By-Laws relating to the addition, amendment, modification and/or deletion and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- (d) do all such acts and things, take such steps, execute all such documents, enter into all such arrangements, agreements, deeds and/or undertakings with any party(ies), make such rules or requirements or delegate parts of its power as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and expedient and in the best interest of the company; and
- (e) extend the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") and that the Directors of the Company be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modification, variation and/or amendment as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

**THAT** the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any new MMSV Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed ESOS and to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary at its discretion;

**AND THAT** the By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

**ORDINARY RESOLUTIONS 3 - 8**

**PROPOSED ALLOCATIONS**

**"THAT,** subject to the passing of Ordinary Resolution 2 above, the Company be and is hereby authorised, at any time and from time to time over the duration of the Scheme, grant to the following persons Options to subscribe for new MMSV Shares under the Proposed ESOS:

No.	Directors	Maximum number of Options to be allotted	Resolution
(i)	Sia Teik Keat	1,500,000	Ordinary Resolution 3
(ii)	Saw Chong Keat	1,500,000	Ordinary Resolution 4
(iii)	Tan Hock Hin	400,000	Ordinary Resolution 5
(iv)	Goh Kim Hock	250,000	Ordinary Resolution 6
(v)	Chong Chee Hong	250,000	Ordinary Resolution 7
(vi)	Foo Kee Fatt	250,000	Ordinary Resolution 8

**PROVIDED THAT:**

- (a) the number of new MMSV Shares to be made available under the Proposed ESOS shall not exceed in aggregate 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time during the duration of the scheme when the Offer is made;
- (b) at any one time when a written offer by the ESOS committee to an Eligible Person to participate in the Scheme in the manner provided in the By-Laws is made, not more than 10% of the new MMSV Shares available under the Scheme shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the issued share capital of the Company (excluding treasury shares);
- (c) at any one time during the duration for the ESOS, not more than 50% of the new MMSV Shares available under the ESOS shall be allocated, in aggregate, to Directors (including Non-Executive Directors) and senior management of our Group; and
- (d) the Directors and senior management of MMSV Group must not participate in the deliberation or discussion of their own allocation of Options.

**AND THAT,** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, or any other relevant authorities as amended from time to time, the Board be and is hereby authorised to allot and issue such number of new MMSV Shares pursuant to the Proposed ESOS to the aforementioned persons from time to time pursuant to the exercise of such Options."

By Order of the Board

**KHEW SIN MEI**

Company Secretary  
(MAICSA 7028632)

Penang  
26 September 2018

**Notes:**

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors as at 4 October 2018 shall be entitled to attend the meeting and speak and vote thereat.
2. A member entitled to attend and vote at the meeting shall be entitled to appoint 2 or more proxies to attend and vote in his stead, at the same meeting. Where a member appoints more than 1 proxy, the appointments shall not be valid unless the member specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a Member of the Company and a member may appoint any person to be his proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 1 proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. 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") there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Unit 41-5-5, 5th Floor, Wisma Prudential, 41 Jalan Cantonment, 10250 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
7. Pursuant to Rule 8.29A (1) of the Main Market Listing Requirements of Bursa Securities, the ordinary resolutions set out in this Notice will be put to vote by poll. Independent scrutineers will be appointed to verify the results of the poll.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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.