



BUILDING SUSTAINABLE COMMUNITIES

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth ("9th") Annual General Meeting ("AGM") of the Company will be held at Sheraton 3-5, Level 3C, Sheraton Petaling Jaya Hotel, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 28 November 2018 at 10:30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

1. To receive the Statutory Financial Statements for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon. (Please refer to explanatory Note 1)
2. To approve the payment of Directors' fees of RM451,287.67 to the Non-Executive Directors for the financial year ended 30 June 2018. (Resolution 1)
3. To re-elect the following Directors, each of whom retires by rotation in accordance with Article 81 of the Constitution of the Company and whom, being eligible, have offered themselves for re-election:
  - 3.1 Bernard Vincent Olmedo Dy; and (Resolution 2)
  - 3.2 Anna Maria Margarita Bautista Dy. (Resolution 3)
4. To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to determine their remuneration. (Resolution 4)

#### As Special Business

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

5. **Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' fees) to the Directors pursuant Section 230 of the Companies Act, 2016** (Resolution 5)  
"THAT the benefits (excluding Directors' fees) up to an amount of RM200,000.00 payable to the Directors pursuant to Section 230 of the Companies Act, 2016 for the period from 29 November 2018 until the next Annual General Meeting of the Company to be held in 2019 be and is hereby approved for payment."
6. **Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Resolution 6)  
"THAT subject always to the Companies Act, 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Company's Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.  
THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia for the listing of and quotation for the additional shares so issued AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business of which due notices shall have been given in accordance with the Companies Act, 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHAN SAU LENG (MAICSA 7012211)  
RUZETI EMAR BINTI MOHD ROSLI (LS 0009965)  
Joint Secretaries  
Selangor Darul Ehsan  
30 October 2018

#### Notes:

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at this 9th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 58(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 November 2018. Only a depositor whose name appears on the Record of Depositors as at 19 November 2018 shall be eligible to attend, speak and vote at the Meeting or appoint proxies to attend, speak and vote on his/her behalf.
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 Depositors) Act 1991 which hold ordinary shares in the Company for multiple beneficial owner 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 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
7. **Personal Data Privacy:**  
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

#### EXPLANATORY NOTE 1

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 requires the Statutory Financial Statements to be laid at the AGM. As such, this agenda item does not require members' approval and hence, is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS:

##### **Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' fees) to the Directors pursuant to Section 230 of the Companies Act, 2016**

Resolution 5 relates to the Directors' benefits (excluding Directors' fees) up to an amount of 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 other claimable benefits assuming that all Non-Executive Directors will hold office until the conclusion of the next AGM.

##### **Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Resolution 6, if approved, will empower the Directors of the Company, from the date of the 9th AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM of the Company.

This Mandate is as renewal of the Mandate granted by the members at the last AGM held on 28 November 2017. The Mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised.

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).