

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Ninth Annual General Meeting ("39th AGM") of MKH Berhad will be held at Emerald Ballroom, 1st Floor, RHR Hotel @ Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 20 March 2019 at 10.00 a.m. to transact the following businesses:

## ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 September 2018 together with the Directors' and Auditors' reports thereon.  
**(Please refer to Explanatory Note A)**
- To approve the payment of Directors' fees amounting to RM233,333-00 for the financial year ended 30 September 2018 to the Non-Executive Directors.  
**(Ordinary Resolution 1)**
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors from 20 March 2019 until the next Annual General Meeting of the Company.  
**(Ordinary Resolution 2)**
- To re-elect the following Directors who retire by rotation pursuant to Article 110(1) of the Company's Constitution and being eligible, have offered themselves for re-election:-  
(a) Tan Sri Datuk Chen Lok Loi  
(b) Datuk Mohammad bin Maidon  
(c) Haji Hasan Aziz bin Mohd Johan  
**(Ordinary Resolution 3)**  
**(Ordinary Resolution 4)**  
**(Ordinary Resolution 5)**
- To re-appoint Messrs Deloitte PLT as the Company's Auditors for the financial year ending 30 September 2019 and to authorise the Directors to fix their remuneration.**(Ordinary Resolution 6)**

## SPECIAL BUSINESS:

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

- Ordinary Resolution  
*Authority To Issue Shares Pursuant To Sections 75 And 76 Of The Companies Act 2016*  
"THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 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) or party(ies) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the best interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 per centum of the total number of issued shares of the Company for the time being and THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
**(Ordinary Resolution 7)**
- Ordinary Resolution  
*Proposed Renewal Of Authority For The Company To Purchase Its Own Shares ("Proposed Renewal Of Share Buy-Back")*  
"THAT subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to exercise the power of the Company to purchase such amount of ordinary shares in the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company subject further to the following:  
(i) the aggregate number of shares purchased does not exceed 10% of the existing number of shares of the Company ("Purchased Shares") at the point of purchase;  
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the total retained profits of the Company at the time of the purchase(s); and  
(iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company unless the authority is renewed subject to conditions; or  
(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

(c) it is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first,

- upon the completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:-  
(a) to cancel the Purchased Shares so purchased; or  
(b) to retain the Purchased Shares so purchased as treasury shares for distribution as dividends to the shareholders and/or resold on the market of Bursa Securities; or  
(c) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or  
(d) to deal in such other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authorities may allow from time to time.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company."  
**(Ordinary Resolution 8)**

- Ordinary Resolution  
*Retention Of Independent Directors/Continuing In Office As Independent Non-Executive Directors*  
(a) "THAT approval be and is hereby given to Encik Jeffrey bin Bosra who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance." **(Ordinary Resolution 9)**  
(b) "THAT approval be and is hereby given to Haji Mohammed Chudi bin Haji Ghazali who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the required two-tier voting process of the Malaysian Code on Corporate Governance." **(Ordinary Resolution 10)**

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

- Special Resolution  
*Proposed Adoption Of The New Constitution Of The Company*  
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in **Appendix I** of Part B of the Statement/Circular to Shareholders dated 29 January 2019 accompanying the Company's Annual Report 2018 for the financial year ended 30 September 2018 be and is hereby adopted as the Constitution of the Company;  
**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."  
**(Special Resolution)**

## ANY OTHER BUSINESS:

- To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board,

**TAN WAN SAN** (MIA 10195)  
Group Company Secretary  
Kajang, Selangor Darul Ehsan  
Date : 29 January 2019

## Notes:

- Appointment of Proxy**  
(a) A member entitled to attend and vote at the meeting is entitled to attend and vote in person or by proxy or by attorney or by duly authorised representative. A proxy or attorney or duly authorised representative may but need not be a member of the Company.  
(b) The power of attorney or an office copy or a notarially certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, it must be executed under its common seal or in the manner authorised by its constitution.  
(c) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.  
(d) If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit. 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.  
(e) Only members whose names appear in the Record of Depositors as at 14 March 2019 will be entitled to attend and vote at the meeting or appoint a proxy or proxies to attend and vote in his/her stead.  
(f) The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or an office copy or a notarially certified copy thereof must be deposited at the registered office at Suite 1, 5th Floor, Wisma MKH, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan, at least 48 hours before the time appointed for holding the meeting.
- Poll Voting**  
Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all the Resolutions set out in the Notice of 39th AGM will be put to vote by poll.
- Explanatory Note A**  
This Agenda item 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 for the audited financial statements. As such, this item is not put forward for voting.
- Ordinary Resolution 1 - Payments Of Directors' Fees To Non-Executive Directors For Financial Year Ended 30 September 2018**  
The Proposed Directors' fees of RM233,333 for the financial year ended 30 September 2018 to be shared by the following Non-Executive Directors of the Company:-  
Datuk Mohammad bin Maidon : RM 50,000  
Haji Mohammed Chudi bin Haji Ghazali : RM 50,000  
Haji Hasan Aziz bin Mohd Johan : RM 50,000  
En Jeffrey bin Bosra : RM 50,000  
Haji Mohamed bin Ismail \* : RM 33,333  
Total : RM233,333  
\* The late Haji Mohamed bin Ismail has passed away on 14 May 2018. The fees of RM33,333 was pro-rated according to the tenure of service of 8 months for the financial year ended 30 September 2018 (i.e. 8/12 X RM50,000).
- Ordinary Resolution 2 - Payments Of Directors' Benefits (Excluding Directors' Fees) To Non-Executive Directors**  
Pursuant to Section 230 of the Companies Act 2016 which came into force on 31 January 2017, any fees and benefits payable to the Directors of a listed company and its subsidiaries 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 RM750 per meeting of the Board and Board Committees. In addition, lodging allowance of RM250 and food allowance of RM220 per day and traveling allowance of up to RM650 to be given to outstation Non-Executive Director(s) in relation to attending the meeting of the Board and Board Committees for the period commencing 20 March 2019 until the next Annual General Meeting ("AGM") of the Company.

## 6. Explanatory Statement Pertaining To Special Business

- Ordinary Resolution 7**  
The Proposed Ordinary Resolution 7 is for the purpose of granting a renewed mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the general mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.  
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.  
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 38th AGM which will lapse at the conclusion of the 39th AGM to be held on 20 March 2019.
- Ordinary Resolution 8**  
The Proposed Ordinary Resolution 8, if passed, will give authority to the Directors of the Company to exercise the power of the Company to purchase up to 10% of the existing number of shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.  
As at 31 December 2018, a total of 7,494,700 existing shares of the Company were purchased and held as Treasury Shares.  
The detailed information on the Proposed Renewal of Share Buy-Back is set out in the Statement/Circular to Shareholders dated 29 January 2019 which is dispatched together with the Annual Report 2018.
- Ordinary Resolutions 9 And 10**  
The Nomination Committee has assessed the independence of the following Directors, who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years and 12 years respectively, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-  
**Ordinary Resolution 9: Encik Jeffrey bin Bosra**  
(i) He fulfilled the criteria under the definition of an Independent Director as stated in the MMLR of Bursa Securities, and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.  
(ii) His vast experience in the auditing industry enabled him to provide the Board with proven experience and competency in advising the management and Board in term of significant accounting policies and practices that enhanced the Company's risk management as he has good knowledge of the business of the Company, and is able to exercise independent and objective judgment without fear or favour.  
(iii) He has contributed sufficient time and effort in his capacity as an Audit Committee Chairman, and has attended all the meetings of the Board and Board Committees which he sits on for informed and balanced decision making.  
**Ordinary Resolution 10: Haji Mohammed Chudi bin Haji Ghazali**  
(i) He fulfilled the criteria under the definition of an Independent Director as stated in the MMLR of Bursa Securities, and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.  
(ii) His vast experience in the banking industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.  
(iii) He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the management.  
(iv) He has contributed sufficient time and effort in his capacity as Senior Independent Non-Executive Director, and has attended 4 out of 5 of the meetings of the Board and Audit Committee which he sits on, and has participated actively in the Board and Board Committees deliberations.
- Special Resolution: Proposed Adoption Of The New Constitution Of The Company**  
The Special Resolution, if passed, will bring the Constitution of the Company in line with the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, prevailing laws, guidelines or requirements of the relevant authorities as set out in the Statement/Circular to Shareholders dated 29 January 2019.