

NOTICE OF 45TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 45th Annual General Meeting ("AGM") of Mulpha International Bhd will be held at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia on Wednesday, 12 June 2019 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon. (Please refer to **Explanatory Note 1**)
- To re-elect the following Directors who retire by rotation pursuant to Article 101 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - Mr Lee Seng Huang (**Ordinary Resolution 1**)
 - Mr Lee Eng Leong (**Ordinary Resolution 2**)
- To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company for the period from 13 June 2019 until the next AGM of the Company to be held in 2020. (**Ordinary Resolution 3**)
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (**Ordinary Resolution 4**)

by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." (**Ordinary Resolution 7**)

AS SPECIAL BUSINESS

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

5. 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 Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Articles of Association 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 Act to issue and allot new shares of 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 and THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and to apply for the admission of such shares to issue. THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company." (**Ordinary Resolution 5**)

6. ORDINARY RESOLUTION: Proposed Renewal of Authority to Allot and Issue Shares pursuant to the Company's Dividend Reinvestment Plan
"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders at the Extraordinary General Meeting held on 27 June 2018 and renewed at the AGM held on 7 June 2018, the Directors be and are hereby authorised to allot and issue new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company.

THAT the Directors and the Secretary be and are hereby authorised to do all such acts and enter into all such transactions, agreements, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or at the discretion of the Directors in the best interest of the Company." (**Ordinary Resolution 6**)

7. ORDINARY RESOLUTION: Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

"THAT subject to compliance with the Act, the Company's Articles of Association, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined

8. ORDINARY RESOLUTION: Continuing in Office as Independent Non-Executive Director
"THAT approval be and is hereby given to Mr Chew Hoy Ping, 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 2017." (**Ordinary Resolution 8**)

9. SPECIAL RESOLUTION: Proposed Adoption of New Constitution of the Company
"THAT approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, to adopt the proposed new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 30 April 2019 ("Proposed New Constitution").

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed New Constitution with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities." (**Special Resolution 1**)

By Order of the Board

LEE ENG LEONG (MIA 7313)
LEE SUAN CHOO (MAICSA 7017562)
Company Secretaries

Johor Darul Takzim
30 April 2019

NOTES:

- A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend and vote instead of the member at the meeting.
- Any proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member to speak at the meeting.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member is an authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of 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 duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at D'Rimbunan, No. 8, Jalan Peranginan, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 3 June 2019 and only members whose names appear in the Record of Depositors shall be entitled to attend, speak and vote at this meeting.

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 applicable laws, 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 NOTES ON ORDINARY AND SPECIAL BUSINESS:

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2018**
This agenda item is for the Directors to consider only the financial statements of the Company as audited by the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.
- Ordinary Resolutions 1 & 2 – Re-Election of Retiring Directors**
Pursuant to Article 101 of the Company's Articles of Association, one-third or the number nearest to one-third of the Directors of the Company shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.
Mr Lee Seng Huang and Mr Lee Eng Leong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this AGM.
The Nomination Committee had assessed the performance and contribution of these retiring Directors and recommended them for re-election as Directors of the Company. Their profiles are set out in the Profile of Board of Directors section of this Annual Report. The Board has endorsed the Nomination Committee's recommendation subject to the shareholders' approval at this AGM.
- Ordinary Resolution 3 – Payment of Directors' Fees and Benefits**
Article 225(1) of the Act provides that the Directors and their benefits ("Remuneration") payable to the Directors of a listed company shall be approved by the shareholders at a general meeting. The Remuneration payable to the Non-Executive Directors of the Company comprises Directors' fees, fixed allowance and meeting attendance allowance, which are the same amount as the previous year.
This Resolution is to seek shareholders' approval for payment of the Remuneration to the Non-Executive Directors for the period from 13 June 2019 until the next AGM of the Company to be held in 2020, in accordance with the remuneration structure as set out below:

	Chairman of Audit and Risk Management Committee ("ARMC")	Chairman of other Board Committees	Other Non-Executive Directors
Directors' Fees (payable on monthly basis)	RM90,000 per annum	RM70,000 per annum	RM70,000 per annum
Fixed Allowance (payable on quarterly basis)	RM45,000 per annum	RM6,000 per annum	–
Meeting Allowance for attendance of Board and Board Committee Meetings (payable after each meeting)	RM2,000 per meeting	RM2,000 per meeting	RM2,000 per meeting

- Ordinary Resolution 4 – Re-Appointment of Auditors**
The ARMC has considered the re-appointment of Messrs KPMG PLT as Auditors of the Company based on the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities and both the ARMC and the Board have recommended the re-appointment of Messrs KPMG PLT as Auditors of the Company.
- Ordinary Resolution 5 – Authority to Issue Shares pursuant to Sections 75 and 76 of the Act**
This Resolution is to empower the Directors to issue shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for such purposes as they consider would be in the interest of the Company, such as investment(s), acquisition of asset(s) or working capital. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The Company did not issue any shares pursuant to the mandate granted last year. Nevertheless, a renewal of the mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such issue of shares.
- Ordinary Resolution 6 – Proposed Renewal of Authority to Allot and Issue Shares pursuant to the Company's Dividend Reinvestment Plan**
This Resolution is to give authority to the Directors to allot and issue new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company. A renewal of this authority will be sought at the subsequent AGM.
- Ordinary Resolution 7 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares**
The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-back Statement dated 30 April 2019.
- Ordinary Resolution 8 – Continuing in Office as Independent Non-Executive Director**
This Resolution is to seek the shareholders' approval to retain Mr Chew Hoy Ping ("Mr Chew"), who has served on the Board for a cumulative term of more than 9 years, as an Independent Non-Executive Director of the Company.

The Board has via the Nomination Committee, assessed the independence of Mr Chew and recommended him to continue to serve as an Independent Non-Executive Director based on the following justifications:

- Mr Chew fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Securities and thus, he would be able to function as a check and balance to the Board.
- Mr Chew performed his duties impartially and in the best interest of the Company and brings an element of objectivity and independent judgement to the Board without being subject to influence of the Management.
- Based on the Director's Peer Evaluation undertaken by the Board, Mr Chew has performed satisfactorily in fulfilling his duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director.
- Mr Chew, who is Chairman of the ARMC, has vast experience in the accounting and audit industry, which enabled him to provide constructive advice, expertise and independent judgement.

At the last AGM held in 2018, the shareholders of the Company had approved the retention of Mr Chew as an Independent Non-Executive Director of the Company.

- Special Resolution 1 – Proposed Adoption of New Constitution of the Company**
In view of the substantial amount of proposed amendments to the existing Memorandum and Articles of Association, the Board proposed to revoke the existing Memorandum and Articles of Association in its entirety and in place thereof, to adopt a new Constitution as set out in Appendix III of the Circular to Shareholders dated 30 April 2019 ("Proposed New Constitution"). This Resolution, if passed, will streamline the Company's Constitution with the new provisions of the Act and the amendments made to the Main Market Listing Requirements of Bursa Securities, as well as to enhance administrative efficiency.
The Proposed New Constitution shall take effect once it has been passed by a majority of not less than 75% of such members of the Company who are entitled to attend and vote, and do vote in person or by proxy at this AGM.
Please refer to the Circular to Shareholders dated 30 April 2019 for further information.

STATEMENT ACCOMPANYING NOTICE OF 45TH ANNUAL GENERAL MEETING

- (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)
- Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**
 - No individual is seeking for election as a Director at the 45th AGM of the Company.
 - A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities**
The Proposed Ordinary Resolution 5 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the said mandate granted to the Directors at the last AGM held on 7 June 2018.