



# MARCO HOLDINGS BERHAD

(Company No.: 8985-P) (Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth Annual General Meeting ("49<sup>th</sup> AGM") of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1<sup>st</sup> Floor, Sports Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Friday, 21 June 2019 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

## AGENDA

### Ordinary Business

1. To receive the Directors' Report and the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2018 and the Auditors' Report thereon.
2. To approve the payment of a first and final single-tier dividend of 0.3 sen per ordinary share in respect of the financial year ended 31 December 2018. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees of up to RM102,000 from 1 July 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Article 83 of the Company's Articles of Association: -
  - (a) Dato' Wong Hok Yim; **Ordinary Resolution 3 (a)**
  - (b) Mr Woo Hin Weng; and **Ordinary Resolution 3 (b)**
  - (c) En Minhat Bin Mion. **Ordinary Resolution 3 (c)**
5. To re-appoint Messrs PCCO PLT (AF: 1056) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

### Special Business

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

#### 6. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

"**THAT** approval be and is hereby given to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution as set out in Appendix II of the Circular to Shareholders dated 30 April 2019;

**AND THAT** the Board of Directors of the Company be and are hereby authorised to act for and on behalf of the Company to do all acts and things in any manner as they may deem necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities.

**Special Resolution**

7. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016.

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the 49<sup>th</sup> AGM, a first and final single-tier dividend of 0.3 sen per ordinary share in respect of the financial year ended 31 December 2018 will be paid on 16 July 2019 to depositors registered in the Record of Depositors of the Company as at 28 June 2019.

A depositor shall qualify for entitlement only in respect of:

- a. Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 28 June 2019 in respect of ordinary transfers; and
- b. Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Tan Shien Yin (MAICSA No. 7018545)  
Secretary

Kuala Lumpur  
30 April 2019

#### Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (**but not more than two**) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. 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 the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint 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.  
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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.  
Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
4. The Proxy Form shall be deposited with the Company's Share Registrars, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be regarded as Member of the Company entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend and vote on his behalf.