



M M A G
MMAG HOLDINGS BERHAD
(Company No. 609423 V)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting (“AGM”) of the Company will be held at the **Greens II, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29th day of August 2019** at 2:30 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended **31st March 2019** together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees and benefits up to **RM213,500.00** from 1st September 2019 until the next AGM of the Company. (Ordinary Resolution 1)
- To re-elect the following Directors retiring in accordance with the Company’s Articles of Association:
 - Chong Koon Meng [Article 76(2)] (Ordinary Resolution 2)
 - Dato’ Johari Bin Yahya [Article 76(2)] (Ordinary Resolution 3)
 - Yeap Say Woi [Article 76(3)] (Ordinary Resolution 4)
 - Datuk Hj. Khan Bin Mohd Akram Khan [Article 76(3)] (Ordinary Resolution 5)
 - Hwang Siew Chien [Article 76(3)] (Ordinary Resolution 6)
 - Dr. Aimi Zulhazmi Bin Abdul Rashid [Article 76(3)] (Ordinary Resolution 7)
- To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 9)

“THAT, subject always to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.”
- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** **Special Resolution 1**

“THAT the draft new set of the Constitution of the Company in the form and manner as set out in Appendix A to the Annual Report be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Memorandum & Articles of Association of the Company AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to adoption of the new Constitution of the Company.”
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given in accordance with the Company’s Articles of Association and the Companies Act, 2016.

By Order of the Board

LIM SECK WAH (MAICSA 0799845)

Company Secretary

Dated this 31st day of July 2019.

Kuala Lumpur

Notes:

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 23rd August 2019. Only a depositor whose name appears on the Record of Depositors as at 23rd August 2019 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies he shall specify the proportion of his shareholdings to be represented by each proxy. All voting will be conducted by way of poll.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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 is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney duly authorised.
- The Proxy Form must be deposited at the Company’s Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- Explanatory note on Special Business

7.1 Ordinary Resolution 9 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to Allot Shares

The Company wishes to renew the mandate on the authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016 at the Sixteenth Annual General Meeting of the Company. No shares have been allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 28th August 2018.

The purpose to seek the general mandate is to enable the Directors of the Company to allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The proposed 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 projects, business expansion, working capital and/or acquisitions.

7.2 Special Resolution 1 – Proposed Adoption of New Constitution of the Company

The proposed Special Resolution 1, if passed, will primarily bring the Company’s Constitution in line with the enforcement of the Companies Act 2016 and the changes made to-date in the ACE Market Listing Requirements by Bursa Malaysia Securities Berhad.