



**MNRB HOLDINGS BERHAD**  
(Company No. 13487-A)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of MNRB Holdings Berhad ("**MNRB**" or "**Company**") will be held at the Auditorium, 3<sup>rd</sup> Floor, Bangunan Malaysian Re, No. 17, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 25 September 2019 at 1.00 p.m, or immediately following the conclusion of the 46<sup>th</sup> Annual General Meeting of MNRB, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolutions:

### ORDINARY RESOLUTION 1

#### **PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES SHAREHOLDERS OF MNRB WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW ORDINARY SHARES OF MNRB ("PROPOSED DRP")**

**"THAT** subject to the approvals of all relevant authorities being obtained for the Proposed DRP:

- (i) the Proposed DRP be and is hereby approved and authorised;
- (ii) the Board of Directors of MNRB ("**Board**") be and is hereby authorised:
  - (a) to establish and implement the Proposed DRP and the terms and conditions of the Proposed DRP;
  - (b) to determine, in its sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend (whether interim, final, special or any other types of cash dividend) declared and/or approved by the Company;
  - (c) to allot and issue such number of new ordinary shares in MNRB ("**MNRB Shares**") from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Shares**"); and
  - (d) to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver, for and on behalf of the Company, all such documents and impose such terms and conditions or delegate any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRP, with full powers to assent to any conditions, modifications, variations and/or amendments including amendment, modification, suspension and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

**AND THAT** the New Shares will, upon allotment and issuance, rank equally in all respects with the existing MNRB Shares, save and except that the New Shares shall not be entitled to any dividend, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment of the New Shares."

### ORDINARY RESOLUTION 2

#### **ISSUANCE OF NEW MNRB SHARES PURSUANT TO THE PROPOSED DRP ("ISSUANCE OF NEW SHARES")**

**"THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next annual general meeting, upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said New Shares, which will be determined by the Board on the price-fixing date to be determined and announced, shall be at an issue price of not more than a ten percent (10%) discount to the weighted average market price ("**WAMP**") of MNRB Shares for the five (5) market days immediately prior to the price-fixing date. The WAMP of MNRB Shares shall be ex-dividend i.e. adjusted for dividend before applying the aforementioned discount in fixing the issue price;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of New Shares, with full powers to assent to any conditions, variations, modifications and/or amendments, including amendment, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 18 September 2019. Only a depositor whose name appears on the Record of Depositors as at 18 September 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

### By Order of the Board

Lena Abd Latif (LS 8766)  
Company Secretary

Kuala Lumpur  
10 September 2019

### Notes:

1. A member entitled to attend and vote at the EGM or where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), he/she is entitled to appoint not more than two (2) proxies, in the case of a member, to exercise all or any of his/her rights to attend, participate, speak and vote at the EGM on his/her behalf or in the case of a member who is an Authorised Nominee, in respect of each securities account he/she holds with ordinary shares of the Company standing to the credit of the said securities account to attend and vote at a meeting of the Company instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may, but need not be a member of the Company.
2. A member may appoint any person to be his/her proxy(ies) without any restriction as to the qualification of such person.
3. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM are to be voted by poll.
4. Where a member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners 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 PROVIDED THAT each beneficial owner of ordinary shares or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
5. An instrument appointing a proxy(ies) shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. Any alteration to the instrument appointing a proxy must be initiated.
6. An instrument appointing a proxy(ies) must be deposited at the office of the share registrar of the Company, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for convening the EGM or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 18 September 2019 shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and vote on his/her behalf.