



MINTYE BERHAD
(Company No. 1177348-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Mintye Berhad (“**Mintye**” or “**Company**”) will be held at Kings 2 (Level 1), Kings Hotel Ayer Keroh, No. 30, Lebuhraya Ayer Keroh, 75450 Melaka on Tuesday, 26 November 2019 at 10:30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MINTYE UNDER SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)

“THAT, subject to the relevant approvals being obtained from all relevant authorities and parties, and subject to the confirmation of the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Company to undertake and effect the Proposed SCR in the following manner:

- (i) to undertake a selective capital reduction to cancel all of the ordinary shares of Mintye (“**Mintye Shares**”) held by the shareholders of Mintye (other than Yatee & Sons Sdn Bhd and persons acting in concert with it (“**PACs**”)) whose names appear in the Record of Depositors of Mintye as at the close of business on an entitlement date to be determined and announced later by the board of directors of Mintye (“**Board**”) (“**Entitlement Date**”) (“**Entitled Shareholders**”); and
- (ii) thereafter, to effect a capital repayment of RM1.36 in cash for each Mintye Share held by the Entitled Shareholders on the Entitlement Date.

THAT, pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to lodge an application to seek the confirmation from the High Court of Malaya for the reduction of share capital in accordance with Section 116 of the Act (“**Order**”) giving effect to the Proposed SCR;
- (iii) to lodge a copy of the Order with the Registrar of Companies pursuant to Section 116(6) of the Act on such date as the Board may determine;
- (iv) subject to the Order by the High Court of Malaya being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM1.36 in cash for each Mintye Share held by Entitled Shareholders on the Entitlement Date;
- (v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as a consequence of any requirements imposed by the relevant authorities, the High Court of Malaya and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR;
- (vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

By Order of the Board

FONG WAI @ FOONG KAI MING (MACS 00121)

Company Secretary

Kuala Lumpur

29 October 2019

Notes:

1. Only depositors whose names appears on the Record of Depositors as at 20 November 2019 shall be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
3. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 729, 7th Floor, Menara Hai-O, Jalan Bukit Bintang, 55100 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its officer or duly authorised attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.