



MUI Properties Berhad

Company No: 6113-W
Incorporated in Malaysia

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Third Annual General Meeting of the Company will be held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Tuesday, 10 December 2019 at 2.30 p.m. for the following purposes:-

As Ordinary Business

1. To receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2019.
2. To approve the payment of Directors' Fees of RM253,500 for the financial year ended 30 June 2019. **Resolution 1**
3. To approve the payment of Directors' Benefits (other than Directors' Fees) of up to RM70,000 for the period from 11 December 2019 until the next Annual General Meeting. **Resolution 2**
4. To re-elect Encik Abdul Rashid bin Ismail, who is retiring in accordance with Article 109 of the Company's Articles of Association. **Resolution 3**
5. To re-elect Tan Sri Dato' Dr Yeoh Oon Kheng, who is retiring in accordance with Article 109 of the Company's Articles of Association. **Resolution 4**
6. To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

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

7. Ordinary Resolution
 - Proposed authority for Datuk Christopher Martin Boyd to continue in office as Independent Non-Executive Director

“THAT authority be and is hereby given to Datuk Christopher Martin Boyd who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.” **Resolution 6**
8. Ordinary Resolution
 - Proposed authority for Encik Abdul Rashid bin Ismail to continue in office as Independent Non-Executive Director

“THAT, subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Encik Abdul Rashid bin Ismail who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.” **Resolution 7**



NOTICE OF MEETING (Cont'd)

9. Ordinary Resolution

- Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.” **Resolution 8**

10. Ordinary Resolution

- Proposed renewal of authority for the purchase of own shares by MUI Properties Berhad

“THAT, subject to the Companies Act, 2016 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/or hold such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of purchase;
- the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s retained profits;

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of the Bursa Securities Main Market Listing Requirements and/or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- cancel the shares so purchased; or
- retain the shares so purchased as treasury shares; or
- retain part of the shares so purchased as treasury shares and cancel the remainder; or
- distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time.” **Resolution 9**



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NOTICE OF MEETING (Cont'd)

11. Special Resolution
- Proposed adoption of new Constitution

“THAT the proposed Constitution of the Company as set out in the Circular to Shareholders dated 31 October 2019 be approved and adopted with immediate effect in place of the existing Constitution of the Company.

AND THAT the Directors of the Company and the Company Secretary be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

Resolution 10

12. To transact any other business of which due notice shall have been received.

By order of the Board

Lee Chik Siong
Norlyn binti Kamal Basha
Joint Company Secretaries

Kuala Lumpur
31 October 2019

Notes:-

- Only a member whose name appears on the Record of Depositors as at 29 November 2019 shall be entitled to attend and vote at the meeting. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.*
- A member entitled to attend and vote shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) proxy only 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 (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 Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25.A(1) of the Securities Industry (Central Depositories) Act, 1991.*
- Where a member and/or an exempt authorised nominee appoint two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy in the instrument appointing the proxies.*
- The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.*
- The Form of Proxy must be deposited at the registered office of the Company at Unit 3, 191, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
- Pursuant to the Bursa Securities Main Market Listing Requirements, all the resolutions set out in this Notice will be put on vote by way of poll.*

EXPLANATORY NOTES ON SPECIAL BUSINESS

- The Ordinary Resolution proposed under item 7, if passed, will authorise Datuk Christopher Martin Boyd to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

The Nomination Committee, with Datuk Christopher Martin Boyd abstaining from the deliberation of his own assessment, had assessed the independence of Datuk Christopher Martin Boyd who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Datuk Christopher Martin Boyd has met the independence guidelines as set out in Chapter 1 of the Bursa Securities Main Market Listing Requirements. The length of his service does not interfere with Datuk Christopher Martin Boyd’s ability and exercise of independent judgment as Independent Director.



NOTICE OF MEETING (Cont'd)

2. The Ordinary Resolution proposed under item 8, if passed, will authorise Encik Abdul Rashid bin Ismail to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

The Nomination Committee, with Encik Abdul Rashid bin Ismail abstaining from the deliberation of his own assessment, had assessed the independence of Encik Abdul Rashid bin Ismail who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Encik Abdul Rashid bin Ismail has met the independence guidelines as set out in Chapter 1 of the Bursa Securities Main Market Listing Requirements. The length of his service does not interfere with Encik Abdul Rashid bin Ismail's ability and exercise of independent judgment as Independent Director.

3. The Ordinary Resolution proposed under item 9 is a renewal of the general authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016. If passed, it will empower the Directors of the Company, from the date of the above Annual General Meeting until the next Annual General Meeting to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as they consider would be in the interests of the Company. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.

The Company has not issued any new shares under the general authority which was approved at the Fifty-Second Annual General Meeting held on 13 December 2018 and which will lapse at the conclusion of the Fifty-Third Annual General Meeting to be held on 10 December 2019.

The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued speedily and would also save the cost involved in convening a general meeting to approve such issuance of shares.

4. The Ordinary Resolution proposed under item 10, if passed, will empower the Directors of the Company to purchase MUI Properties Berhad shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company.
5. The Special Resolution proposed under item 11, if passed, will bring the Company's Constitution in line with the provisions of the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.