



MKH BERHAD

Registration No. 197901006663 (50948-T)

(Incorporated in Malaysia)

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting (“40th AGM”) of MKH Berhad will be held at Emerald Ballroom, 1st Floor, RHR Hotel @ Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Thursday, 5 March 2020 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 September 2019 together with the Directors' and Auditors' reports thereon. **(Please refer to Explanatory Note A)**
- To approve the payment of Directors' fees amounting to RM200,000-00 for the financial year ended 30 September 2019 to the Non-Executive Directors. **(Ordinary Resolution 1)**
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors from 5 March 2020 until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire by rotation pursuant to Clause 112(1) of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Tan Sri Dato' Chen Kooi Chiew @ Cheng Ngi Chong **(Ordinary Resolution 3)**
 - Datuk Chen Fook Wah **(Ordinary Resolution 4)**
 - Haji Mohammed Chudi bin Haji Ghazali **(Ordinary Resolution 5)**
- To re-appoint Deloitte PLT as the Company's Auditors for the financial year ending 30 September 2020 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

SPECIAL BUSINESS:

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

- Ordinary Resolution
Authority To Issue Shares Pursuant To Sections 75 and 76 Of The Companies Act 2016
- “**THAT** subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) or party(ies) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the best interest of the Company, provided that the aggregate number of shares 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 **AND THAT** the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” **(Ordinary Resolution 7)**

- Ordinary Resolution
Proposed Renewal of Authority for the Company to Purchase Its Own Shares
- “**THAT** subject to the Companies Act 2016 (the “Act”), rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Directors of the Company be and are hereby authorised to exercise the power of the Company to purchase such amount of ordinary shares in the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company (“Proposed Renewal of Share Buy-Back”) subject further to the following:
- the aggregate number of shares purchased does not exceed 10% of the existing number of shares of the Company (“Purchased Shares”) at the point of purchase;
 - the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the total retained profits of the Company at the time of the purchase(s); and

Notes:

- Appointment of Proxy**
 - A member entitled to attend and vote at the meeting is entitled to attend and vote in person or by proxy or by attorney or by duly authorised representative. A proxy or attorney or duly authorised representative may but need not be a member of the Company.
 - The power of attorney or an office copy or a notarially certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, it must be executed under its common seal or in the manner authorised by its constitution.
 - 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”), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
 - If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
 - Only members whose names appear in the Record of Depositors as at 27 February 2020 will be entitled to attend and vote at the meeting or appoint a proxy or proxies to attend and vote in his/her stead.
 - The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or an office copy or a notarially certified copy thereof must be deposited at the registered office at Suite 1, 5th Floor, Wisma MKH, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan, at least 48 hours before the time appointed for holding the meeting.

- To receive the Audited Financial Statements - Explanatory Note A**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act, does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

- Ordinary Resolution 1 - Payments of Directors' Fees to Non-Executive Directors for Financial Year Ended 30 September 2019**
The Proposed Directors' fees of RM200,000-00 for the financial year ended 30 September 2019 to be shared by the following Non-Executive Directors of the Company:-

Datuk Mohammad bin Maidon	:	RM 50,000-00
Haji Mohammed Chudi bin Haji Ghazali	:	RM 50,000-00
Haji Hasan Aziz bin Mohd Johan	:	RM 50,000-00
En. Jeffrey bin Bosra	:	RM 50,000-00
Total	:	RM200,000-00

- Ordinary Resolution 2 - Payments of Directors' Benefits (excluding Directors' fees) to Non-Executive Directors**
Pursuant to Section 230 of the Act, any fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is seeking shareholders' approval on the benefits/emoluments payable to the Non-Executive Directors which comprises of the following:-

- meeting allowance of RM1,000.00 per meeting to be given to the Board and Board Committees;
- lodging allowance of RM250.00 and food allowance of RM220.00 per day as well as traveling allowance of up to RM650.00 to be given to outstation Non-Executive Director(s);

in relation to attending the meeting of the Board and Board Committees for the period commencing 5 March 2020 until the next AGM of the Company.

- Explanatory Statement Pertaining to Special Business**
Ordinary Resolution 7
The Proposed Ordinary Resolution 7 is for the purpose of granting a renewed mandate (“General Mandate”) and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

- the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
 - the conclusion of the next Annual General Meeting (“AGM”) of the Company unless the authority is renewed subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - it is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first,
- upon the completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:-
 - to cancel the Purchased Shares so purchased; or
 - to retain the Purchased Shares so purchased as treasury shares for distribution as dividends to the shareholders and/or resold on the market of Bursa Securities; or
 - to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
 - to deal in such other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company.” **(Ordinary Resolution 8)**

- Ordinary Resolution
Retention of Independent Directors/Continuing in Office as Independent Non-Executive Directors
 - “**THAT** approval be and is hereby given to En. Jeffrey bin Bosra who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017.” **(Ordinary Resolution 9)**
 - “**THAT** subject to the passing of Ordinary Resolution 5, approval be and is hereby given to Haji Mohammed Chudi bin Haji Ghazali who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the required two-tier voting process of the Malaysian Code on Corporate Governance 2017.” **(Ordinary Resolution 10)**

ANY OTHER BUSINESS:

- To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board,

TAN WAN SAN (MIA 10195)
Group Company Secretary
Kajang, Selangor Darul Ehsan
Date : 21 January 2020

The General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty-Ninth (39th) AGM which will lapse at the conclusion of the 40th AGM to be held on 5 March 2020.

Ordinary Resolution 8
The Proposed Ordinary Resolution 8, if passed, will give authority to the Directors of the Company to exercise the power of the Company to purchase up to 10% of the existing number of shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

As at 31 December 2019, a total of 7,513,600 existing shares of the Company were purchased and held as Treasury Shares.

The detailed information on the Proposed Renewal of Share Buy-Back is set out in the Statement to Shareholders dated 21 January 2020 which is dispatched together with the Annual Report 2019.

Ordinary Resolutions 9 and 10
The Nomination Committee has assessed the independence of the following Directors, who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years and 12 years respectively and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- Ordinary Resolution 9: En. Jeffrey bin Bosra**
 - He fulfilled the criteria of independence contained in the Corporate Governance Guide issued by Bursa Securities and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
 - His vast experience in the auditing industry enabled him to provide the Board with proven experience and competency in advising the management and Board in term of significant accounting policies and practices that enhanced the Company's risk management as he has good knowledge of the business of the Company and is able to exercise independent and objective judgement without fear or favour and act in the best interest of the Company.
 - He has contributed sufficient time and effort in his capacity as an Audit Committee Chairman and has attended all the meetings of the Board and Board Committees which he sits on for informed and balanced decision making.

- Ordinary Resolution 10: Haji Mohammed Chudi bin Haji Ghazali**
 - He fulfilled the criteria of independence contained in the Corporate Governance Guide issued by Bursa Securities and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
 - His vast experience in the banking industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgement.
 - He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the management.
 - He has contributed sufficient time and effort in his capacity as Senior Independent Non-Executive Director and has attended all the meetings of the Board and Audit Committee which he sits on and has participated actively in the Board and Board Committees deliberations.

Personal Data Privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.