



MAJUPERAK HOLDINGS BERHAD

(Registration No. 200201017726 (585389-X))
(Incorporated in Malaysia under the Companies Act, 1965
and deemed registered under the Companies Act, 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of Majuperak Holdings Berhad ("MHB" or "Company") will be held at Casuarina Convention Centre 3, Hotel Casuarina@Meru, 30020 Ipoh, Perak Darul Ridzuan on Monday, 2 March 2020 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following Resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF MHB (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")

"THAT, subject to and conditional upon the approvals of all relevant authorities and persons for the Proposed ESOS being obtained (if required), the approval and authority be and is hereby given for the Company to:

- establish, implement and administer the employees' share option scheme of up to 5% of the total number of issued ordinary shares in the Company for the benefit of all eligible directors and employees of the Company and its non-dormant subsidiaries ("**MHB Group**") ("**Eligible Persons**"), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in Appendix I ("**By-Laws**") of the Circular, under which, the options will be granted to such Eligible Persons to subscribe for new ordinary shares in MHB ("**MHB Shares**") ("**Options**");
- amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed necessary by the authorities or the board of directors of MHB ("**Board**") or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- allot and issue from time to time such number of new MHB Shares as may be required to be issued pursuant to the exercise of the Options under the Proposed ESOS provided that the aggregate number of new MHB Shares to be allotted and issued pursuant to the Proposed ESOS shall not at any point, in time in aggregate exceed 5% of the total number of issued ordinary shares in the Company (excluding treasury shares), and that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS;
Any new MHB Shares to be allotted and issued upon any exercise of the Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with then existing issued MHB Shares except that the new MHB Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new MHB Shares and will be subject to all the provisions of the Company's Constitution of MHB relating to transfer, transmission and otherwise of the MHB Shares; and
- do all such acts and things, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

AND FURTHER THAT the proposed draft By-Laws of the Proposed ESOS, as set out in **Appendix I** of the Circular, be and is hereby approved."

ORDINARY RESOLUTION 2 TO 10

PROPOSED ALLOCATION OF SHARE OPTIONS

"**THAT**, contingent upon passing of Ordinary Resolution 1 above and the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS to offer and allocate to the following persons, share options pursuant to the Proposed ESOS to subscribe for MHB Shares under the Proposed ESOS:-

Ordinary Resolution	Name
2	Director, Mohd Ariff Bin Yeop Ishak
3	Director, Y.B. Leong Cheok Keng
4	Director, Amran Bin Alang Ahmad
5	Director, Ir. Megat Shariffudin Bin Ibrahim
6	Director, Y.B Muhamad Arafat Bin Varisai Mahamad
7	Director, Ahmad Najmi Bin Kamaruzaman
8	Group Chief Executive Officer, Nizran Bin Noordin
9	Group Chief Financial Officer, Ahmad Al-Hadi Bin Abdul Khalid
10	Megat Amir Hakim bin Ir. Megat Shariffudin (person connected to director, Ir. Megat Shariffudin Bin Ibrahim)

PROVIDED ALWAYS THAT :-

- the number of MHB Shares allocated to the eligible directors and senior management of the Company and/or its subsidiary companies, other than subsidiary companies which are dormant, pursuant to the Proposed ESOS, shall not be more than 50% of the total number of MHB Shares available under the Proposed ESOS; and
- the directors and senior management of the Company and/or its subsidiary companies, other than subsidiary companies which are dormant, do not participate in the deliberation or discussion of their own allocation; and
- the allocation to any Eligible Person who, either singly or collectively through persons connected (as defined under the listing requirements issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**") with that Eligible Person holds 20% or more, excluding treasury shares, of the total number of issued shares of MHB, shall not exceed 10% (or such percentage as the relevant authorities may permit) of the maximum MHB Shares to be issued under the Proposed ESOS,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

By Order of the Board
MAJUPERAK HOLDINGS BERHAD

CHAN EOI LENG (MAICSA 7030866)

Company Secretary
Ipoh

Dated: 12 February 2020

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 24 February 2020. Only a depositor whose name appears on the Record of Depositors as at 24 February 2020 shall be entitled to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and vote in his/her stead.

Notes:-

- A member of the Company may appoint more than one (1) proxy who need not be a member of the Company to attend, speak and vote at the same meeting. Where the member of the Company appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy. The appointed proxy/proxies must be at least 18 years and above.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The completed Form of Proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialed.
- The instrument appointing a proxy(ies) shall be in writing, deposited at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia or by fax at 605-547 4363 or email to bcspoh@boardroomlimited.com not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof will not preclude the member from attending, speaking and voting in person at the EGM should the member subsequently wishes to do so.