

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting (44th AGM) of MMC Corporation Berhad (MMC or the Company) will be held via remote participation and electronic voting (collectively referred hereinafter as Virtual AGM) on Monday, 22 June 2020 at 10.00 a.m. The Broadcast Venue for the Virtual AGM will be at the Training Room, Ground Floor, MMC Corporation Berhad, Wisma Budiman, Persiaran Raja Chulan, 50200 Kuala Lumpur, Malaysia. The Virtual AGM will be conducted for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Directors' Report and Auditors' Report thereon.
Please refer to Note A
- To approve the payment of Directors' fees up to an amount of RM1,370,000.00 to the Non-Executive Directors (NEDs) of the Company for the period from 23 June 2020 until the conclusion of the next Annual General Meeting (AGM).
Resolution 1
- To approve the benefits payable to the Directors of the Company up to an amount of RM2,120,000.00 for the period from 23 June 2020 until the conclusion of the next AGM.
Resolution 2
- To re-elect the following Directors who retire in accordance with Article 18.3 of the Company's Constitution and who being eligible, offer themselves for re-election:
 - Datuk Ooi Teik Huat
Resolution 3
 - Dato' Abdul Hamid bin Sh Mohamed
Resolution 4
 - Dato' Ir. Jamaludin bin Osman
Resolution 5
- To re-appoint Messrs. PricewaterhouseCoopers PLT (PwC), having consented to act as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Board of Directors to determine their remuneration.
Resolution 6

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Ordinary Resolutions:

- Retention of Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017
 "That subject to the passing of Ordinary Resolution 3, the authority be and is hereby given to Datuk Ooi Teik Huat as 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 and to hold office until the conclusion of the next AGM of the Company".
Resolution 7
- Retention of Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017
 "That subject to the passing of Ordinary Resolution 4, the authority be and is hereby given to Dato' Abdul Hamid bin Sh Mohamed, 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 and to hold office until the conclusion of the next AGM of the Company".
Resolution 8
- Proposed Transfer of 509,494,049 Ordinary Shares representing approximately 70.0% Ordinary Equity Interest in Pelabuhan Tanjung Pelepas Sdn Bhd (PTP) by MMC to MMC Port Holdings Sdn Bhd (MMC Port), a Wholly-Owned Subsidiary of MMC via a Share Swap [Proposed Transfer of PTP]
 "That subject to all other approvals being obtained from the relevant parties and regulatory authorities (if required), approval be and is hereby given for MMC to transfer 509,494,049 ordinary shares representing approximately 70.0% ordinary equity interest in PTP to MMC Port, a wholly-owned subsidiary of MMC via a share swap;
 And that the Directors be and are hereby empowered and authorised to take all such steps and sign, execute and deliver on behalf of the Company all necessary documents and instruments and do all acts and things as may be required to give full effect to the Proposed Transfer of PTP with full and discretionary power to assent to any conditions, modifications, variations and/or amendments in any manner as they may consider to be in the best interest of the Company or that may be required by any relevant authorities, and to deal with all matters relating thereto and to enter into all such agreements, arrangements, undertakings, indemnities, transfers and assignments with any party or parties and to take all such steps to execute all such documents and instruments and to do all acts and things in any manner as the Directors may deem necessary and expedient to implement, finalise, give full effect to and complete the Proposed Transfer of PTP".
Resolution 9
Please refer to Note B
- To transact any other business of which due notice shall be given in accordance with Companies Act 2016 and the Company's Constitution.

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member who shall be entitled to participate in the 44th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 16.5 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 15 June 2020. Only a depositor whose name appears on the Record of Depositors as at 15 June 2020 shall be entitled to participate in the said meeting or appoint proxies to participate and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Ahmad Anzan Mohd Nawawi
Sazlin Ayesha Abdul Samat
Company Secretaries

Kuala Lumpur
19 May 2020

Notes:

- As part of the Company's initiative to curb the spread of the Coronavirus Disease 2019 (COVID-19), the 44th AGM will be held on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (RPV) facilities. Kindly refer to the procedures provided in the Administrative Details on registration, participation and voting at the 44th AGM.
- Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue and in accordance with Article 16.3 of the Company's Constitution which allow a general meeting to be held at more than one (1) venue using any technology or method that enables the Members of the Company to participate and exercise their rights to speak and vote at the general meeting. NO SHAREHOLDERS from the public should be physically present at the Broadcast Venue at the day of the Meeting.
- Kindly refer to the Administrative Details on the appointment and registration of proxy for the Virtual AGM.
- Pursuant to Paragraph 8.29A[1] of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), all resolutions set out in the Notice of 44th AGM will be put to the vote by poll.
- Only members registered in the Record of Depositors as at 15 June 2020 shall be entitled to participate in the 44th AGM.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

Note A

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this matter will not be put forward for voting. Directors' Remuneration

Section 230(1) of the Companies Act 2016 stipulates among others, that the fees and benefits payable to the Directors of listed companies and its subsidiaries shall be approved at a general meeting. In this respect, the Board had agreed that the shareholders' approval shall be sought at the Company's 44th AGM on the Directors' remuneration in two (2) separate resolutions as follows:

- Resolution 1 on payment of Directors' fees to the NEDs for the period from 23 June 2020 until the conclusion of the next AGM; and
- Resolution 2 on benefits payable to the Directors for the period from 23 June 2020 until the conclusion of the next AGM.

The remuneration policy for the NEDs of the Company is as depicted below:

Description	NEDs		
	Group Chairman	Chairman	Members
Board Fees (per month)	RM50,000	-	RM8,000
Fixed Allowance (per month)			
• Audit Committee	-	RM4,000	RM2,000
• Nomination and Remuneration Committee	-	-	RM1,000
• Finance, Investment and Risk Committee	-	RM1,000	RM1,000
Meeting Allowance (per meeting)			
• Board	RM2,500	-	RM2,500
• Audit Committee	-	RM2,500	RM2,500
• Nomination and Remuneration Committee	RM2,000	-	RM2,000
• Finance, Investment and Risk Committee	-	RM2,000	RM2,000
Benefits (per annum)			
• Annual Leave Passage	RM30,000	-	RM30,000
• Token of Appreciation	RM5,000	-	RM5,000

The proposed Resolutions 1 and 2, if passed, will give authority to the Company to pay the Directors' fees and benefits on a monthly basis and/or as and when incurred based on the present fees and benefits structure, since the NEDs have discharged their responsibilities and rendered their services to MMC Group throughout the period.

Resolution 1 - Payment of Directors' fees to the NEDs for the period from 23 June 2020 until the conclusion of the next AGM

The total amount of Directors' fees payable to the NEDs is estimated to be up to RM1,370,000.00 for the period from 23 June 2020 until the conclusion of the next AGM.

At the Forty-Third AGM (43rd AGM) of the Company held on 9 May 2019, the Directors' fees of up to RM1,400,000.00 for the period from 10 May 2019 until the conclusion of the 44th AGM were approved by the shareholders. The utilisation of this approved amount as at 31 December 2019 is RM848,000.00. An amount of RM530,000.00 is expected to be utilised for the period of 1 January 2020 to 22 June 2020. The total utilised amount would be approximately 98.43% of the approved amount.

Resolution 2 - Approval on benefits payable to the Directors for the period from 23 June 2020 until the conclusion of the next AGM

The benefits payable to the Directors consists of meeting allowances, Committees' fixed allowance and benefits in kind. The total amount of benefits payable to the Directors is estimated to be up to RM2,120,000.00 for the period from 23 June 2020 until the conclusion of the next AGM, taking into account various factors, among others, the number of scheduled and special meetings for the Board and Board Committees, Board of Subsidiaries, the number of Directors involved in these meetings, etc.

At the 43rd AGM of the Company held on 9 May 2019, the benefits payable to the Directors of up to RM2,200,000.00 for the period from 10 May 2019 until the conclusion of the 44th AGM were approved by the shareholders. The utilisation of this approved amount as at 31 December 2019 is RM1,224,067.70. An amount of RM667,903.30 is expected to be utilised for the period of 1 January 2020 to 22 June 2020. The total utilised amount would be approximately 86.0% of the approved amount.

Resolutions 3, 4 and 5 - Proposed Re-election of Directors

All Directors standing for re-election as Directors and being eligible, have offered themselves for re-election at the 44th AGM of the Company.

In determining the eligibility of the Directors to stand for re-election at the 44th AGM, the Board and the Nomination and Remuneration Committee have considered the performance and contribution of each Director based on the Board of Directors' Annual Assessment Exercise.

Based on the assessment conducted for the Financial Year 2019, all the affected Directors met the performance criteria required for an effective and high performance Board. As such, the Board recommended for the affected Directors to be re-elected on the Board of the Company.

Resolution 6 - Re-appointment of Auditors

The Board and the Audit Committee have assessed the performance of PwC and are satisfied with the quality of service rendered and the competency and sufficiency of resources provided to the Company. The Board at its meeting held on 2 April 2020 agreed to recommend to the shareholders of the Company to approve the re-appointment of PwC as the Company's external auditors for the financial year 2020.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:

Resolutions 7 and 8 - Retention of Independent Director

Malaysia Code on Corporate Governance 2017 recommends that shareholders' approval be sought in the event that the Company intends to retain an Independent Non-Executive Director who has served in that capacity for more than nine (9) years.

In relation thereto, the Board, through the Nomination and Remuneration Committee, has assessed the independence of Datuk Ooi Teik Huat and Dato' Abdul Hamid bin Sh Mohamed who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.

The Board recommends that Datuk Ooi Teik Huat and Dato' Abdul Hamid bin Sh Mohamed continue to act as Independent Non-Executive Directors of the Company for the following reasons:

- They fulfill the criteria as Independent Non-Executive Director as defined in the Listing Requirements, and therefore are able to bring independent and objective judgment to the Board;
- Their immense experience and their respective fields/background enable them to provide the Board with a diverse set of experience, expertise, skills and competence;
- They understand the Company's business operations which allow them to participate actively and contribute during deliberations or discussions at the Committee and Board meetings;
- They devote sufficient time and effort and attend all the Board and Committee meetings, for informed and balanced decision making; and
- They exercise due care as Independent Non-Executive Director of the Company and carry out their professional and fiduciary duties in the interest of the Company and shareholders.

The Shareholders' approval for Resolutions 7 and 8 will be sought on a single-tier voting basis.

Note B

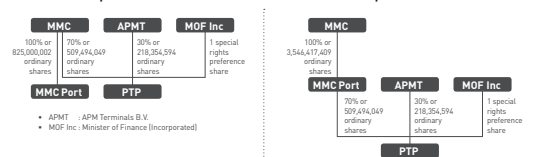
1. Details of the Proposed Transfer of PTP

MMC is currently undertaking a proposed group-wide internal restructuring whereby the new group structure will create a holding company for each core business in MMC and its subsidiaries (collectively, MMC Group). The said proposed group-wide internal restructuring involves, among others, the Proposed Transfer of PTP.

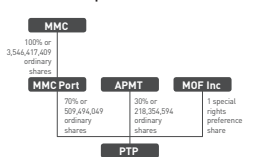
In this respect, MMC has established MMC Port to be the holding company of all port operating companies within the MMC Group.

For illustration purposes, the shareholding structure of PTP before and after the Proposed Transfer of PTP is as follows:

Before the Proposed Transfer of PTP:



After the Proposed Transfer of PTP:



As a result of the Proposed Transfer of PTP, PTP will become a 70%-owned subsidiary of MMC Port, which in turn is a wholly-owned subsidiary of MMC. As such, following the completion of the Proposed Transfer of PTP, MMC will continue to hold PTP via MMC Port.

For information, as part of the proposed group-wide internal restructuring, MMC had on 31 December 2019, completed the transfer of its 100% ordinary equity interest in Jhor Port Berhad to MMC Port.

2. Basis and Justification of the Transfer Consideration and Mode of Settlement

The transfer consideration of RM2,721,417,407.00 was arrived at on a willing buyer willing seller basis after taking into consideration, amongst others, the cost of investment by MMC in PTP.

The transfer consideration will be satisfied via the issuance of ordinary shares in MMC Port in accordance with the share sale and purchase agreement to be entered into between MMC and MMC Port.

3. Rationale for the Proposed Transfer of PTP

- The rationale for the Proposed Transfer of PTP, amongst others, are as follows:
- as part of MMC's long term strategy to consolidate and streamline the port operating companies under a common holding company, i.e. MMC Port;
 - to increase the management focus in growth of the port operation and business;
 - to provide synergistic value from the business, operations, efficiency and economies of scales by optimising the existing available resources within MMC Group and MMC Port Group; and
 - to enhance the value of MMC Port arising from the streamlining of the relevant businesses resulting in a clearer and specific operational and management activities.

4. Financial Effects

The Proposed Transfer of PTP is expected not to have any material effect on the earnings, net assets and gearing of MMC Group for the financial year ending 31 December 2020.

Additionally, the Proposed Transfer of PTP is also not expected to result in any change in the existing financial arrangements in MMC, MMC Port and PTP.

5. Approvals Required in Relation to the Proposed Transfer of PTP

The Proposed Transfer of PTP is subject to the approval of the shareholders of MMC pursuant to Sections 223(1) and 223(2) of the Companies Act 2016, whereby the approval of the shareholders is required for transactions that are of 'substantial value' based on the percentage ratio stipulated in Paragraph 10.07 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Board's Recommendation

The Board of Directors of MMC (Board), after having considered all aspects of the Proposed Transfer of PTP, is of the view that the Proposed Transfer of PTP is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Transfer of PTP to be tabled at the 44th AGM.

STATEMENT ACCOMPANYING NOTICE OF THE 44TH AGM

[Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad]

The Directors who are retiring by rotation in accordance with Article 18.3 of the Company's Constitution and seeking re-election:

- Datuk Ooi Teik Huat;
- Dato' Abdul Hamid bin Sh Mohamed; and
- Dato' Ir. Jamaludin bin Osman.

The profiles of the abovementioned Directors are stated in the Directors' Profile on page 13 and 15 of the Annual Report.

Save for Dato' Abdul Hamid bin Sh Mohamed, none of the abovementioned Directors has any interest in the Securities of the Company or its subsidiaries.