



MPHB CAPITAL BERHAD
[201201025763 (1010253-W)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of MPHB Capital Berhad (“the Company” or “MPHB Capital”) will be held at the Grand Ballroom, First Floor, Flamingo hotel by the lake, No. 5, Taman Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on Thursday, 30 July 2020 at 10.00 a.m.

AGENDA

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2019 together with the Report of the Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors’ fees amounting to RM360,000 in respect of the year ended 31 December 2019 (2018: RM360,000). **(Please refer to Note B)** (Resolution 1)
3. To approve the benefits payable to Directors of an amount up to RM38,000 from 31 July 2020 until the next Annual General Meeting. **(Please refer to Note B)** (Resolution 2)
4. To re-elect the following Directors who retire by rotation in accordance with Article 120 of the Company’s Constitution:-
 - (i) Tan Sri Dato’ Surin Upatkoon (Resolution 3)
 - (ii) Dato’ Lim Tiong Chin (Resolution 4)**(Please refer to Note C)**
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **(Please refer to Note D)** (Resolution 5)

AS SPECIAL BUSINESS

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

6. **ORDINARY RESOLUTION**
- Proposed Renewal Of Authority For Share Buy-Back (Resolution 6)

““THAT, subject always to the Companies Act, 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authority, approval be and is hereby given for the renewal of the authority granted by the shareholders of the Company at the Seventh Annual General Meeting of the Company held on 29 May 2019 for the Company to purchase its own shares from time to time and at any time such amount of ordinary shares in the Company as may be determined by the Directors of 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 Share Buy-Back”) provided that:-

 - (a) The maximum number of shares which may be purchased and/or held as treasury shares by the Company at any point of time pursuant to the

Proposed Share Buy-Back shall not exceed ten per centum (10%) of the total number of issued shares of the Company provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the open market of the Bursa Securities or distribution of treasury shares to shareholders as dividend, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall, in aggregate with the shares then still held by the Company, not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being quoted on the Bursa Securities;

- (b) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the retained profits of the Company;

AND THAT authority be and is hereby given to the Directors to decide in their absolute discretion to deal in any of the following manners the shares purchased by the Company pursuant to the Proposed Share Buy-Back:-

- (i) to cancel the shares purchased; and/or
- (ii) to retain the shares purchased as treasury shares, to be either distributed as share dividends to the shareholders and/or re-sold on the open market of the Bursa Securities and/or subsequently cancelled; and/or
- (iii) a combination of (i) and (ii) above; and/or
- (iv) in any other manner as may be permitted by the Act and/or the requirements of Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this resolution until:-

- (aa) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (bb) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- (cc) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient or to give effect to the Proposed Share Buy-Back.”

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

BY ORDER OF THE BOARD

NG SOOK YEE (MAICSA 7020643)

SSM PC No. 201908002432

Secretary

Kuala Lumpur

29 June 2020

NOTES TO THE AGENDA

A. Agenda 1 - Directors' Report, Audited Financial Statements And Auditors' Report

Agenda item No. 1 is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act, 2016 and the Constitution of the Company only require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). Hence, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

B. Agendas 2 and 3 - Directors' Fees And Benefits Payable To Directors

Section 230(1) of the Companies Act, 2016 provides, amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company shall be approved at a general meeting. In this respect, the Board of Directors ("Board") of the Company agreed that the shareholders' approval shall be sought at the 8th AGM for the following Directors' Fees and Benefits Payable to Directors:-

(i) Payment Of Directors' Fees For The Non-Executive Directors

Non-Executive Directors	Directors' Fees for 2018	Proposed Directors' Fees for 2019
Tan Sri Dato' Dr Yahya bin Awang	RM90,000	RM90,000
Tan Sri Dato' Surin Upatkoon	RM90,000	RM90,000
Dato' Lim Tiong Chin	RM90,000	RM90,000
Mr Kuah Hun Liang	RM90,000	RM90,000
Total	RM360,000	RM360,000

(ii) Benefits Payable To The Directors

The benefits which consist of sitting allowances payable to the Directors of the Company are as follows:-

Sitting Allowances
Board Meeting – RM1,000 per sitting for each director
Board Committee Meeting – RM1,000 per sitting for each director
Note: In the circumstances where the Board Meeting and/or Board Committees' Meetings are held on the same day, only one sitting allowance of RM1,000 is payable to each director irrespective of the number of meetings attended.

The sitting allowances payable to the Directors from 31 July 2020 until the next AGM are calculated based on the estimated number of scheduled meetings for the Board and Board Committees of the Company.

The Board will seek approval of the shareholders at the next AGM of the Company in the event the amount of benefits proposed is insufficient due to the increase in the number of the Board and Board Committees' meetings and/or the increase in the Board size.

C. Agendas 4(i) and 4(ii) – Re-election Of Directors

Tan Sri Dato' Surin Upatkoon and Dato' Lim Tiong Chin will be retiring as Directors of the Company at this AGM pursuant to Article 120 of the Company's Constitution and being eligible, they have offered themselves for re-election.

The Board have considered the assessment of the Nomination Committee on the retiring directors and agreed that these directors continue to meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") that they have the character, experience, integrity, competence and time to effectively discharge their roles as Directors of the Company.

The Board have also considered the assessment of the Nomination Committee on the independence of Dato' Lim Tiong Chin who seeking re-election and agreed that Dato' Lim Tiong Chin meets the independence criteria as prescribed by Paragraph 1.01 of the Listing Requirements of Bursa Securities.

D. Agenda 5 - Re-appointment of Messrs Ernst & Young PLT (“EY”) as Auditors

The Audit Committee has assessed/reviewed the performance and independence of EY based on the criteria approved by the Board. The Audit Committee is satisfied with the performance, technical competence and audit independence of EY.

Having considered the assessment of the Audit Committee, the Board agreed that shareholders’ approval shall be sought at the 8th AGM for the re-appointment of EY as external auditors of the Company for the financial year ending 31 December 2020.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Agenda 6 - Proposed Renewal Of Authority For The Share Buy-Back (Ordinary Resolution 6)

The Proposed Ordinary Resolution 6, if passed, will empower the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless renewed, revoked or varied by the Company at a general meeting, will expire at the next AGM.

The details of the proposed renewal of authority for the share buy-back are set out in the Share Buy-Back Statement dated 29 June 2020.

NOTES RELATING TO REGISTRATION AND PROXY

1. A depositor whose name appears in the Record of Depositors on 22 July 2020 shall be regarded as a member entitled to attend, speak and vote at the meeting or to appoint proxy to attend, speak and vote on its behalf at the meeting.
2. A proxy may but need not be a member of the Company.
3. A member, other than an authorised nominee or an exempt authorised nominee, shall be entitled to appoint not more than two proxies to attend, speak and vote at the same meeting.
4. A member who is an authorised nominee may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. 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”), there is no limit to the number of proxies which an exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The form of proxy must be signed by the appointor of the proxy or its attorney duly authorised in writing. In the case of a corporation, the form of proxy must be executed under its Common Seal or signed by the duly authorised officer or its attorney duly authorised in writing.
8. To be valid the form of proxy duly completed and signed must be deposited at the registered office of the Company at 39th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur not later than 48 hours before the time for holding the meeting. Copies of the duly executed forms of proxy which are faxed or emailed to us are not acceptable.
9. The lodging of a proxy form does not preclude a member from attending and voting in person at the AGM should the member subsequently decides to do so.

ADMINISTRATIVE MATTERS

1. As a precautionary measure against the spread of Coronavirus (COVID-19), members are strongly encouraged to appoint either the Chairman of the Meeting or any of the independent Directors as proxy to vote in his stead.
2. If you are attending this event, we seek your co-operation and patience to queue for your Body Temperature screening and the use of hand sanitizers which will be made available at the venue. The

Company reserves the right to refuse entry to any person who is found unfit including but not limited to fever, cough, running nose and such other symptoms of COVID-19.

3. There will be no serving of food or refreshment and no distribution of packed food or door gifts.

VOTING BY POLL

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this notice are to be voted by poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:-

- (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, "the Purposes");
- (ii) warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and
- (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.