

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting ("AGM") of MINHO (M) BERHAD will be held at Minho (M) Berhad, Board Room, Lot 6476 Lorong Sg. Puluh, Batu 6, Off Jalan Kapar, 42100 Klang, Selangor Darul Ehsan at 10.00 a.m. on 28 August 2020 to transact the following business :

**AGENDA**

1. "That the Audited Financial Statements for the year ended 31 December 2019 and the reports of Directors and Auditors thereon be and are hereby received." (Please refer to Explanatory Note 1)
2. "That the following Directors who retire in accordance with Clause 96 of the Companies' Constitution be and are hereby re-elected as the Directors of the Company:-
  - i) Mr. Loo Say Leng Resolution 1
  - ii) Encik Khibir Bin Razali Resolution 2
  - iii) Mr. Christopher Wan Tiong Seah" Resolution 3
3. "That the payment of Directors' fee to Non-Executive Directors amounting to RM 80,000 for the year ended 31 December 2019 be and is hereby approved." Resolution 4
4. "That the payment of additional Directors' benefits to Non-Executive Director amounting RM20,000 for the year ended 31 December 2019 be and is hereby approved." Resolution 5
5. "That the payment of Director's benefits and Directors' fee to the Non-Executive Directors up to an amount of RM 350,000, from 29 August 2020 until the next AGM of the Company be and is hereby approved." Resolution 6
6. "That Messrs. Ecovis Malaysia PLT (f.k.a. Ecovis AHL PLT), who are eligible and have given their consent, be and are hereby re-appointed as Auditors of the Company until the conclusion of the next AGM and THAT the remuneration to be paid to them be fixed by the Board." Resolution 7

**As Special Business**

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

7. Proposed Authority to Issue Shares Pursuant to Section 75 & 76 of the Companies Act, 2016 Resolution 8  
"That pursuant of the Section 75 & 76 of the Companies Act, 2016, the Directors be and are hereby authorized to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued and paid-up capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotments and issues."
8. Proposed New and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") Resolution 9  
"That, subject to the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and are hereby given to the Company and its' subsidiary companies to enter into new and renewal for recurrent related party transactions of a revenue and trading nature with those related parties as specified in Section 2.4 of the Circular/Statement to Shareholders dated 29 June 2020, subject further to the following:-
  - i) the transaction are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company;
  - ii) the disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year ;and
  - iii) such approval shall continue to be in force until :
    - a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed ;or
    - b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act) ; or
    - c) revoked or varied by resolution passed by the Shareholders in a general meeting."

whichever is earlier ;

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed RRPT with the above mentioned Related Parties

9. Proposed Renewal of Share Buy-Back Authority Resolution 10  
"THAT subject to the Companies Act, 2016, the Company's Constitution and the Listing Requirements of Bursa Securities and any other applicable laws, rules and guidelines for the time being in force, the Company be and hereby authorized to purchase such number of ordinary shares in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company ('Share Buy-Back Mandate') provided that:
  - i) the aggregate number of shares purchased pursuant to the Share Buy-Back Mandate shall not exceed ten percent (10%) of the total issued and paid-up capital of the Company;
  - ii) the amount of funds to be allocated by the Company pursuant to the Share Buy-Back Mandate shall not exceed the retained earnings of the Company as at 31 December 2019; and
  - iii) the shares so purchased by the Company pursuant to the Share Buy-Back Mandate to be cancelled and/or retained as treasury shares and distributed as dividends or resold on Bursa Securities."

AND THAT such authority shall commence immediately upon passing of this resolution until the conclusion of the next annual general meeting of the Company, or the expiry of the period within which the next annual general meeting is required to be held pursuant to the Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act), at which time the resolution shall lapse, or until the authority is revoked or varied by a resolution passed by shareholders in general meeting, whichever occur first;

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Share Buy-Back Mandate.

10. Retention of Independent Directors Resolution 11  
"That the following Directors be retained as Independent Non-Executive Director of the Company until the conclusion of the next AGM:-
  - i) Tan Sri Datuk Seri Ismail bin Yusof Resolution 11
  - ii) Tan Sri Dato' Seri Dr. Salleh bin Mohd Nor Resolution 12
  - iii) Christopher Wan Tiong Seah" Resolution 13
11. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By order of the Board,

Tan Choon Hian (2851 MIA) SSM PC No. 202008000322

Monalisa Binti Ali (LS0009424) SSM PC No. 20200800029

Company Secretaries

Klang

29 June 2020

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 August 2020 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member of the Company entitled to attend and vote at the above mentioned general meeting may appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
3. If the appointer is a corporation, the form of the proxy must be given under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
4. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account with ordinary shares of the Company standing to the credit of the said Securities Account. If the member appoints two (2) proxies, he must specify which proxy is entitled to vote on a show of hands, only one (1) of those proxies is entitled to vote on a show of hands.
5. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
6. The proxy form must be deposited at the Company's registered office not less than 48 hours before the time appointed for holding the meeting.

**Explanatory notes:**

1. To receive the Audited Financial Statements  
This Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 ("Act") and the Articles of Association of the Company require that the Audited Financial Statements and the Report of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
2. Resolution 4 to 6  
Section 230(1) of the Companies Act 2016 provides among others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board wishes to seek shareholders' approval for the following payment to the Directors at the Twenty-Ninth AGM in three resolutions as below:-  
Resolution 4 On payment of Directors' Fees in respect of the financial year ended 31 December 2019;  
Resolution 5 This was an additional Directors' benefits to Non-Executive Directors not accounted for; and  
Resolution 6 This is for the payment of Directors' benefits and Directors' fee to Non-Executive Directors in respect for the financial year ended 31 December 2020, from 29 August 2020 up to the next Annual General Meeting of the Company.
3. Resolution 8: Authority to Issue Shares  
Resolution 8, if passed, will renew the powers given to the Directors at the last AGM of the Company held on 13 June 2019 ("Previous Mandate")

authority to issue up to ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

As at the date of this Notice, the Company did not issue any shares pursuant to the Previous Mandate granted by the shareholders to the Directors.

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

4. Resolution 9: Proposed New and Renewal of Shareholder's Mandate for Recurrent Related Party Transaction.  
Resolution 9, if passed, will empower the Company and its subsidiaries to conduct recurrent related party transactions of a revenue in nature which are necessary for the Company and its subsidiaries day-to-day operation, and will eliminate the need to convene separate general meeting from time to time to seek shareholders' approval.  
This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administrative efficiency and allow manpower resources and time channeled towards attaining other corporate objectives.

5. Resolution 10: Renewal of Shareholders' Mandate for Share Buy-Back Authority.

Resolution 10, if passed, will empower the Directors to purchase the Company's shares of up to ten percent (10%) of the issued and paid-up capital of the Company by utilizing the funds allocated which shall not exceed the retained earnings and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

6. Resolution 11 to 13:  
The Nomination Committee and the Board of Directors have assessed the independence of Tan Sri Dato' Seri Dr. Salleh bin Mohd Nor, Tan Sri Datuk Seri Ismail bin Yusof and Christopher Wan Tiong Seah who have served on the Board as independent non-executive Directors of the Company for a cumulative term of more than nine years and the Board has recommended that the approval of the shareholders be sought to re-appoint Tan Sri Dato Dr. Salleh bin Mohd Nor, Tan Sri Datuk Seri Datuk Seri Ismail bin Yusof and Christopher Wan Tiong Seah as independent non-executive Directors.  
In line with the Practice 4.2 of the Malaysian Code of Corporate Governance 2017 ("MCCG"), the approval of the shareholders will be sought through a two-tier voting process as described in the Guidance to Practice 4.2 of the MCCG.

7. Polls Voting  
Pursuant to para 8.29 of the Listing Requirements, voting at the 29<sup>th</sup> AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

The information of the new and renewal of shareholders' mandate for recurrent related party transactions and proposed share buy-back is set out in the Statement/Circular dated 29 June 2020 which was dispatched together with the 2019 Annual Report.