

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting ("AGM") of Mulpha International Bhd. ("the Company") will be conducted fully virtual from the broadcast venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia ("Broadcast Venue") on Thursday, 30 July 2020 at 2.30 p.m. for the following purposes:-

AS ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon.
2. To re-elect Mr Loong Caesar who retires by rotation pursuant to Clause 106 of the Company's Constitution and being eligible, has offered himself for re-election.
3. To re-elect Mr Geoffrey Earl Grady who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered himself for re-election.
4. To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company for the period from 31 July 2020 until the conclusion of the next AGM of the Company to be held in 2021.
5. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

- 6. ORDINARY RESOLUTION: Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.
7. ORDINARY RESOLUTION: Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan.

Form can be deposited electronically through the Boardroom Smart Investor Online Portal at https://www.boardroom.com.my not less than 48 hours before the time appointed for holding the meeting... For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 22 July 2020 and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RLV.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS
1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2019. This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Audited Financial Statements to be laid at the AGM.

That subject always to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act:
(a) to issue and allot new shares in the Company; and/or
(b) to grant rights to subscribe for shares in the Company; and/or
(c) to convert any security into shares in the Company; and/or
(d) to allot shares under an agreement or option or offer.

That the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and THAT the Directors be further authorised to do all such acts and things including executing all relevant documents as they may consider expedient or necessary to carry out and give full effect to the abovesaid mandate. (Ordinary Resolution 5)

That the Directors and the Secretary be and are hereby authorised to do all such acts and enter into all such transactions, agreements, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or at the discretion of the Directors in the best interest of the Company. (Ordinary Resolution 6)

That subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company is authorised to purchase such number 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 interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
(b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company. (Ordinary Resolution 7)

That subject to the passing of Ordinary Resolution 1, approval be and is hereby given to Mr Loong Caesar, who will be serving as an Independent Non-Executive Director of the Company for a cumulative term of 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 8)

That approval be and is hereby given to Mr Chew Hoy Ping, 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, in accordance with the Malaysian Code on Corporate Governance 2017. (Ordinary Resolution 9)

By Order of the Board

LEE ENG LEONG (MIA 7131) (SSM PC No. 201908003732)
LEE SUAN CHOW (MAICSA 7017562) (SSM PC No. 202008003634)
Company Secretaries
Johor Darul Takzim
30 June 2020

NOTES:
1. The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities ("RPV") which are available on Boardroom Smart Investor Online Portal at https://www.boardroom.com.my.
2. Broadcast Venue is chairman for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue.
3. A member of the Company who is entitled to attend, participate and vote at a general meeting may appoint another person to act as his proxy to attend, participate and vote instead of the member at the meeting.

Ordinary Resolution 2 - Re-Election of Retiring Director pursuant to Clause 106 of the Company's Constitution. Pursuant to Clause 106 of the Company's Constitution, one-third or the number nearest to one-third of the Directors shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

Ordinary Resolution 3 - Payment of Directors' Fees and Benefits. Section 230(1) of the Act provides amongst others, that the fees and benefits ("Remuneration") payable to the Directors of a listed company shall be approved by the shareholders in general meeting.

Ordinary Resolution 4 - Re-Appointment of Auditors. The ARMC has reviewed the performance of Messrs KPMG PLT as Auditors of the Company based on the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act. Pursuant to the letter dated 16 April 2020 issued by Bursa Securities, listed issuers are allowed to seek a higher limit of general mandate to issue shares of not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate") to facilitate capital raising in a timely and cost effective manner during this challenging time due to the COVID-19 pandemic.

Ordinary Resolution 6 - Proposed Renewal of Authority for the Purchase by the Company of its Own Shares. This is a renewal of authority for the purchase by the Company of its own shares as set out in the Share Buy-back Statement dated 30 June 2020.

Ordinary Resolution 7 - Proposed Renewal of Authority for the Purchase by the Company of its Own Shares. This is a renewal of authority for the purchase by the Company of its own shares as set out in the Share Buy-back Statement dated 30 June 2020.

Ordinary Resolution 8 - Continuing in Office as Independent Non-Executive Director. This Resolution is to seek the shareholders' approval to retain Mr Loong Caesar ("Mr Loong") as an Independent Non-Executive Director of the Company for a cumulative term of 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 - Continuing in Office as Independent Non-Executive Director. This Resolution is to seek the shareholders' approval to retain Mr Chew Hoy Ping ("Mr Chew"), who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, as an Independent Non-Executive Director of the Company.

Ordinary Resolution 10 - Continuing in Office as Independent Non-Executive Director. This Resolution is to seek the shareholders' approval to retain Mr Loong Caesar ("Mr Loong") as an Independent Non-Executive Director of the Company for a cumulative term of 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.

STATEMENT OF ACCOUNTING NOTICE OF 46TH ANNUAL GENERAL MEETING (Pursuant to Paragraph 1.27(2) of the Main Market Listing Requirements of Bursa Securities)

- 1. Details of persons who are standing for election as Directors (excluding Directors standing for re-election)
2. A statement relating to general mandate for issue of securities in accordance with Paragraph 6.8 of the Main Market Listing Requirements of Bursa Securities.

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING

Day and Date	: Thursday, 30 July 2020
Time	: 2.30 p.m.
Broadcast Venue	: Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Virtual Meeting Platform	: https://web.lumiagm.com

A. FULLY VIRTUAL 46TH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”)

1. In support of the Government of Malaysia’s ongoing efforts to contain the spread of the Coronavirus (COVID-19) and the Government’s advice of social distancing and not having mass gatherings, Mulpha International Bhd. (“**the Company**”) would like to leverage on technology advancement by conducting the AGM of the Company on a **fully virtual basis through electronic live streaming and online remote voting**.
2. The main and only venue of the virtual AGM as indicated above is strictly to serve as the Broadcast Venue where the Chairperson of the Meeting is physically present and no shareholders or proxies shall be physically present at the Broadcast Venue. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the virtual AGM shall be in Malaysia and the Chairperson must be present at the Broadcast Venue of the AGM. The electronic means of conducting the AGM on a fully virtual basis will facilitate and enable all shareholders to participate fully in the Meeting proceedings without the need to be physically present at the Broadcast Venue, which is advantageous given the current circumstances relating to COVID-19 and best health practices.
3. The Company will be using its Share Registrar, Boardroom Share Registrars Sdn Bhd’s (“**Boardroom**”) Lumi AGM solution which is available on the designated link at <https://web.lumiagm.com> or you may download the free **Lumi AGM** app from the Apple App Store or Google Play Store.
4. Shareholders are reminded to kindly check our website at <https://www.mulpha.com.my> for the latest announcements or updates, if any, regarding the administration of the AGM.

B. GENERAL MEETING RECORD OF DEPOSITORS

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **22 July 2020** shall be entitled to virtually attend, participate, pose questions via text and vote at the AGM or appoint a proxy(ies) on his/her behalf.

C. REMOTE PARTICIPATION AND ELECTRONIC VOTING (RPV)

1. Shareholders are encouraged to go online, participate and vote at the AGM via remote participation and electronic voting. **Please follow the steps listed in Note E below on how to request for login ID and password.**
2. Please note that the remote participation and electronic voting are available to:
 - (i) Individual Members;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

D. APPOINTMENT OF PROXY

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
2. The Proxy Form must be deposited at the office of Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

ADMINISTRATIVE GUIDE (cont'd) FOR 46TH ANNUAL GENERAL MEETING

- Kindly follow the steps below to register online with Boardroom Smart Investor Online Portal and to lodge the Proxy Form electronically.

Step 1 – Register Online with Boardroom Smart Investor Online Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 and submit request for Remote Participation user ID and password.]

- Access website at <https://www.boardroomlimited.my>.
- Click <<Login>> and click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or Passport.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – eProxy Lodgement

- Login to <https://www.boardroomlimited.my> using your user ID and password above.
- Go to "E-PROXY LODGEMENT" and browse the Meeting List for "**MULPHA INTERNATIONAL BHD FORTY-SIXTH (46TH) VIRTUAL ANNUAL GENERAL MEETING**" and click "APPLY".
- Read the Terms & Conditions and confirm the Declaration.
- Enter the CDS Account number and the total number of securities held.
- Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars for your proxy(ies).
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.
- Review and confirm your proxy(ies) appointment.
- Click submit.
- Download or print the eProxy Form acknowledgement.

- If you wish to participate in the AGM yourself, please do not submit any Proxy Form for the AGM. **You will not be allowed to participate in the AGM together with the proxy(ies) appointed by you.**
- If you have submitted your Proxy Form prior to the AGM and subsequently decide to participate in the AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) 48 hours before the commencement of the AGM. Your proxy(ies) on revocation would not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

E. STEPS FOR REGISTRATION FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING

- You will be able to view a live webcast of the Meeting proceedings, pose questions and submit your votes in real-time whilst the Meeting is in progress.
- For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad on 22 July 2020, kindly follow the steps below on how to request for a login ID and password to participate in the AGM.

Step 1 – Register Online with Boardroom Smart Investor Online Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 and submit request for Remote Participation user ID and password.]

- Access website at <https://www.boardroomlimited.my>.
- Click <<Login>> and click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or Passport.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 30 June 2020 (i.e. date of Notice of AGM).]

For Individual Members

- Login to <https://www.boardroomlimited.my> using your user ID and password above.
- Select "HYBRID/VIRTUAL MEETING" from main menu and select the correct Corporate Event – "**MULPHA INTERNATIONAL BHD FORTY-SIXTH (46TH) VIRTUAL ANNUAL GENERAL MEETING**".
- Read and agree to the Terms & Conditions.
- Enter your CDS Account number and thereafter submit your request.

ADMINISTRATIVE GUIDE (cont'd)

FOR 46TH ANNUAL GENERAL MEETING

For Corporate Shareholders

- Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member and CDS Account number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.
- Please provide a softcopy of the Corporate Representative's MyKad/Identification Card (front and back) or Passport as well as his/her email address.

For Authorised Nominees and Exempt Authorised Nominees

- Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member and CDS Account number accompanied with the Proxy Form to submit the request.
- Please provide a softcopy of the Proxy Holder's MyKad/Identification Card (front and back) or Passport as well as his/her email address.

Thereafter:

- a. You will receive notification from Boardroom that your request has been received and is being verified.
- b. Upon system verification against the General Meeting Record of Depositories as at 22 July 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.
- d. **Please note that the closing time to submit your request is at 2.30 p.m. on 28 July 2020 (48 hours before the commencement of the AGM).**

Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting Portal will be opened for login one (1) hour before the commencement of the AGM at **1.30 p.m. on 30 July 2020.**
- b. Follow the steps provided in the email from Boardroom along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2(c) above).
- c. The steps will also guide you on how to view the live webcast, pose questions and vote.
- d. The live webcast will end and the Messaging window will be disabled once the Chairman announces the closure of the AGM.
- e. You can then logout from the Virtual Meeting Portal.

F. PROCEDURE OF THE AGM

1. The Login User Guide for participation, posing questions and voting at the AGM will be emailed to you together with your remote access user ID and password once your registration has been approved.
2. No recording or photography of the Meeting proceedings is allowed.
3. You must ensure that you are connected to the internet at all times in order to participate and vote when the AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained.

G. PARTICIPATION THROUGH LIVE WEBCAST AND QUESTIONS AT THE AGM

1. You will be able to view the Company's presentation or slides via the live webcast.
2. The Chairman and the Board of Directors will endeavour to respond to the questions submitted via the Messaging window which are related to the resolutions to be tabled at the AGM, as well as the financial performance/prospects of the Company, to the extent where time permits.

[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]

- i) If you would like to view the live webcast, select the "Broadcast" icon.
- ii) If you would like to ask a question during the Meeting, select the "Messaging" icon.
- iii) To submit a question, type your question within the chat box at the bottom of the messaging screen and click on the ">" arrow button to submit. To return to the main screen, click on the "i" icon.

ADMINISTRATIVE GUIDE (cont'd)

FOR 46TH ANNUAL GENERAL MEETING

H. VOTING PROCEDURE AT THE AGM

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (“**e-Voting**”). The Company has also appointed Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
3. For the purposes of the AGM, e-Voting will be carried out via personal smart mobile phones, tablets, personal computers or laptops.
4. There are 3 methods for shareholders and proxies who wish to use their personal voting device to vote remotely. The methods are:
 - Download the free **Lumi AGM** app from Apple App Store or Google Play Store prior to the AGM; OR
 - Use the QR Scanner Code provided to you in the email received after successful registration; OR
 - Go to the website with URL <https://web.lumiagm.com>.
5. You may proceed to cast your votes on each of the proposed resolutions to be tabled at the AGM as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.
 - To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
 - To change your vote, simply select another voting direction.
 - If you wish to cancel your vote, please press “Cancel”.
7. The Scrutineers will verify the poll results upon the closure of the poll by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.

I. VOUCHERS/DOOR GIFT

1. There will be NO vouchers or door gift for shareholders/proxies who participate in the AGM.

J. ENQUIRY

1. If you have any enquiries on online registration and proxy lodgement, or if you wish to request for technical assistance to participate in the Virtual AGM, please contact Boardroom during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn Bhd
Tel No : +603-7890 4700 (Helpdesk)
Fax No : +603-7890 4670
Email : BSR.Helpdesk@boardroomlimited.com

2. If you have any general enquiries on the AGM, please email your queries to abby.beh@mulpha.com.my prior to the AGM.