

Minda Global Berhad

Registration No. 201601039044 (120985-V)
(Incorporated in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of the Company will be held at Lecture Halls 3 and 4, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Wednesday, 29 July 2020 at 2.00 pm, for the following purposes :-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon.
Please refer to Explanatory Note A
- To approve the payment of Directors' fees and meeting allowances payable to the Non-Executive Directors from 30 July 2020 until the conclusion of the next Annual General Meeting of the Company.
**Resolution 1
Please refer to Explanatory Note B**
- To re-elect the following Directors who are retiring in accordance with Clause 103 of the Company's Constitution :-
(i) Tan Sri Datuk (Dr.) Rafiah Binti Salim
(ii) Sanjeev Nanavati
**Resolution 2
Please refer to Explanatory Note C**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.
Resolution 3

SPECIAL BUSINESS

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

- Authority for Directors to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
**Resolution 4
Please refer to Explanatory Note D**
"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

OTHER ORDINARY BUSINESS

- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Act.

By Order of the Board

WONG YOUN KIM
SSM PC No. 201908000410 (MAICSA 7018778)
Company Secretary

Kuala Lumpur

Dated this 30 June 2020

NOTES:

- A member of the Company shall be entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member of the Company shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
- 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"), as defined under the Securities Industry (Central Depositories) Act, 1991, 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 instrument appointing a proxy and the power of attorney or authority, if any, under which it is signed or notorally certified copy of that power or authority shall be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

5. General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 78 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 22 July 2020. Only a depositor whose name appears on the Record of Depositors as at 22 July 2020 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

EXPLANATORY NOTES:

Note A

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to Section 340(1)(a) of the Act. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.

Note B

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 and its subsidiaries shall be approved at a general meeting. Pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting.

The Nomination and Remuneration Committee ("NRC") of the Company has conducted a review on the current Directors' fees and meeting allowances. The Board of Directors ("Board") of the Company has approved the NRC's proposal and recommended that the Directors' fees and meeting allowances to be revised as follows :

		Current		New proposal	
		Directors' Fees (per Director) RM	Meeting Allowances (per Meeting) RM	Directors' Fees (per Director) RM	Meeting Allowances (per Meeting) RM
Board of Directors	Chairman	5,000 per month	1,000	2,500 per month	500
	Member	4,000 per month	500	2,000 per month	250
Audit and Risk Management Committee	Chairman	-	1,000	-	500
	Member	-	500	-	250
Nomination and Remuneration Committee	Chairman	-	1,000	-	500
	Member	-	500	-	250

The Board is seeking approval from the shareholders for the payment of Directors' fees and meeting allowances payable to Non-Executive Directors for the period from 30 July 2020 until the conclusion of the next Annual General Meeting of the Company based on the new proposal above.

Note C

Clause 103 of the Company's Constitution provides that one-third (1/3) of the Directors (including the Managing Director) for the time being, or if the number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1) shall retire from office provided that all Directors shall retire from office at least once in every three (3) years, but shall be eligible for re-election.

Tan Sri Datuk (Dr.) Rafiah Binti Salim and Mr Sanjeev Nanavati who retire in accordance with Clause 103 of the Company's Constitution are standing for re-election as Directors. Tan Sri Datuk (Dr.) Rafiah Binti Salim has offered herself for re-election. However, Mr Sanjeev Nanavati has expressed his intention not to seek re-election. Therefore, he will retain his office until the conclusion of this Third Annual General Meeting and retires in accordance with Clause 103 of the Company's Constitution.

Note D

The proposed Resolution 4, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

STATEMENT ACCOMPANYING NOTICE OF THIRD ANNUAL GENERAL MEETING

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

The Directors who are retiring by rotation pursuant to Clause 103 of the Company's Constitution are as follows :-

- Tan Sri Datuk (Dr.) Rafiah Binti Salim
- Sanjeev Nanavati

Tan Sri Datuk (Dr.) Rafiah Binti Salim has offered herself for re-election at the Third Annual General Meeting of the Company. However, Mr Sanjeev Nanavati has expressed his intention not to seek re-election.

The profiles of the abovenamed Directors are set out in the Directors' Profile section in the Company's Annual Report 2019.

None of the abovenamed Directors has any interest in the securities of the Company.