



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting of the Company will be held at the Horizon Meeting Room, M.I.C.E @ One City, Jalan USJ 25/1, 47650 UEP Subang Jaya, Selangor Darul Ehsan, Malaysia on Monday, 3 August 2020 at 10:00 a.m. to transact the following businesses, with or without modifications thereto:

AGENDA

ORDINARY BUSINESS:

- To lay the Audited Financial Statements for the financial year ended 31 December 2019 together with the reports of the Directors and Auditors thereon. *To refer to Explanatory Note 1*
- To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Foo Seck Chyn (Clause 99.1) *Ordinary Resolution 1*
 - Mohammad Hazani Bin Hassan (Clause 108) *Ordinary Resolution 2*
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration. *Ordinary Resolution 3*

SPECIAL BUSINESS:

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

- Directors' Fees of Mcom Holdings Berhad**
 "THAT the Directors' fees of Mcom Holdings Berhad of up to RM168,000.00 for the period from 4 August 2020 until the conclusion of the next Annual General Meeting of the Company be approved to be divided amongst the Directors in such manner as they may determine." *Ordinary Resolution 4*
- Directors' Benefits of Mcom Holdings Berhad**
 "THAT the payment of the Directors' benefits by Mcom Holdings Berhad of up to RM8,000.00 for the period from 4 August 2020 until the conclusion of the next Annual General Meeting of the Company be approved." *Ordinary Resolution 5*
- Approval for Allotment of shares or Grant of rights**
 "THAT subject to all the applicable laws and regulations, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares of the Company from time to time at such price, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be allotted and issued after the expiration of the approval hereof, to such persons as the Directors deem fit and appropriate, PROVIDED that the aggregate number of shares issued pursuant to this approval must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad." *Ordinary Resolution 6*
- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

TAN KEAN WAI (MAICSA 7056310)
 (SSM PC No. 202008000801)
 Company Secretary

Kuala Lumpur
 10 July 2020

Notes:

- Only a depositor whose name appeared on the Record of Depositors as at 27 July 2020 shall be eligible to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- A proxy may but need not be a member of the Company and there shall be no restriction as to the qualifications of the proxy.
- Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 that 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 authorised nominee may appoint in respect of each omnibus account it holds.
- If the appointer is a corporation, the proxy form should be executed under its common seal or under the hand of an officer or attorney duly authorised. The corporation may by its resolution of its Board or a certificate of authorisation by the corporation to appoint a person or persons to act as its representative or representatives to attend and vote on their behalf.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company, *Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia*, not less than 48 hours before the time for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand, or join in demanding a poll on behalf of the appointor. **FAXED, PHOTOCOPIED, AND ELECTRONICALLY SCANNED COPIES OF THE DULY EXECUTED PROXY FORM ARE NOT ACCEPTABLE.**

Explanatory Notes

- Item 1 of the Agenda**
 This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting by shareholders of the Company.
- Ordinary Resolution 5**
 The proposed resolution 5, if approved, will authorise the payment of the Directors' benefits to the Directors by the Company for the period from 4 August 2020 until the next AGM in year 2021 that are derived from the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of the Board.
- Ordinary Resolution 6**
 The proposed resolution 6, if approved, will empower the Directors to allot and issue shares of the Company from time to time for such purposes to such persons as the Directors deem fit and appropriate and in the best interest of the Company. This is to provide flexibility and avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares for fund raising activities, including but not limited to further placing of shares for the purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings, acquisitions and/or so forth as well as any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis. This authority, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.

COVID-19 Outbreak Measure Notes

The health and safety of our Members and staff who are attending the 3rd Annual General Meeting are the top priority of the Company. Hence, the following precautionary measures shall be taken for the conduct of the Meeting:

- Members/proxies/corporate representatives are advised to abide by the most current regulations in place and enforced by the Government of Malaysia, the Ministry of Health, the Malaysian National Securities Council, and other relevant authorities at the time deciding on whether or not to attend the Meeting in person.
- To safeguard the health and safety of our attendees during the global COVID-19 pandemic, members may exercise their right to vote at the 3rd Annual General Meeting by appointing the Chairman as their proxy instead of attending the Meeting in person.
- Members/proxies/corporate representatives who are feeling unwell, or have been placed on quarantine orders or stay-at-home notices, or have been in physical contact with a person infected with COVID-19, are advised to refrain from attending the Meeting in person.
- In the interest of the public health including the well-being of our attendees, members/proxies/corporate representatives attending the Meeting in person must co-operate with the precautionary measures to be put in place by the Company throughout the Meeting.
- Members/proxies/corporate representatives must constantly sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person. Members/proxies/corporate representatives are also required to observe/maintain social distancing throughout the Meeting.
- In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Malaysia Securities Berhad's and Company's website at <https://www.mcommsg.com> for the latest updates on the status of the Meeting.