



MUAR BAN LEE GROUP BERHAD

Company No. 200601033829 (753588-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("14th AGM") of MUAR BAN LEE GROUP BERHAD ("MBL" or "the Company") will be held at Classic Hotel Muar, No 69, Jalan Ali, 84000 Muar, Johor on Monday, 17 August 2020 at 12.00 noon to transact the following matters:-

AGENDA

As Ordinary Businesses

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retires in accordance with Clause 21.5 of the Company's Constitution:-
 - Chua En Hom **(Resolution 1)**
 - Chua Heok Wee **(Resolution 2)**
 - Khairilnauar Bin Tun Abdul Rahman **(Resolution 3)**
- To approve the payment of Directors' Fees and benefits as per Table A, as stated in Explanation Note to Agenda No. 3 for the financial year ending 31 December 2020. **(Resolution 4)**
- To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

As Special Businesses

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

Ordinary Resolution I

Authority to Issue Shares

"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company.

AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." **(Resolution 6)**

Ordinary Resolution II

Proposed Renewal of Authority for Share Buy-Back

"THAT subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares of the Company's issued capital through Bursa Securities at anytime and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:-

- the maximum number of MBL shares which may be purchased by the Company shall not be exceed ten per centum (10%) of the issued share capital of the Company at any point of time;
- the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company, as at 31 December 2019;

iii. the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchases(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Securities or any other relevant authorities;

iv. upon completion of the purchase(s) of the MBL Shares by the Company ("Purchase Shares"), the Purchase Shares shall be dealt with either of the following manner:-

- cancel the Purchase Shares if the Directors of the Company deem that there is excess share capital and wish to reduce the number of shares in circulation; or
- retain the Purchase Shares as treasury shares held by the Company; or
- retain part of the Purchase Shares as treasury shares and cancel the remainder; or
- resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- distribute the Purchase Shares as share dividends if the Directors of the Company wish to reward the shareholders of MBL, which will depend on the availability of, among others, retained profits, share premium and tax credits of the Company.

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of MBL Shares." **(Resolution 7)**

7) Ordinary Resolution III

Continuing in Office as Senior Independent Non-Executive Director

"THAT subject to the passing of Resolution 3 above, approval and authority be and is hereby given to Khairilnauar Bin Tun Abdul Rahman, who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 30 June 2009, to continue to act as a Senior Independent Non-Executive Director of the Company." **(Resolution 8)**

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

Tan Hui Lun (LS 0010066)
Company Secretary

Muar, Johor Darul Takzim
Date: 17 July, 2020

Explanatory Notes to Agenda:-

1. Item 1 of the Agenda – Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders and hence, is not put forward for voting.

2. Item 2 of the Agenda - Resolution 1, 2 and 3

Chua En Hom, Chua Heok Wee and Khairilnauar Bin Tun Abdul Rahman are standing for re-election as Directors of the Company. The Nomination Committee ("NC") and the Board of Directors of the Company ("the Board") have considered the assessment of the three Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The Board endorsed the NC's recommendation that Chua En Hom, Chua Heok Wee and Khairilnauar Bin Tun Abdul Rahman be re-elected as Directors of the Company.

3. Item 3 of the Agenda - Resolution 4

Section 230(1) of the Act 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.

The Directors' fees and allowance proposed for the financial year ending 31 December 2020 are in the best interest of the Company and in accordance with the remuneration framework of the Group. The details of the Directors' fees and monthly allowance proposed for the financial year ending 31 December 2020 are as per Table A below:-

	Directors' Fees per annum per pax (RM)	Meeting Allowance per pax (RM)
Executive Director	40,000.00	500
Non-Executive Director	40,000.00	2,000

This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees to meet the shortfall.

4. Item 4 of the Agenda - Resolution 5

The Audit Committee and the Board have considered the re-appointment of UHY as Auditors of the Company and collectively agree that UHY meets the criteria of the adequacy of experience and resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of MMLR.

5. Item 5 of the Agenda - Resolution 6

The Ordinary Resolution 6, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM ("20% General Mandate").

The Directors are of the view that the 20% General Mandate is in the best interest of the Company and the shareholders as it will provide additional flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares to meet the funding requirements such as working capital and/or operational expenditure of the Company, expeditiously and efficiently during this challenging time to ensure long-term sustainability and interest of the Company and its shareholders.

As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

6. Item 6 of the Agenda - Resolution 7

The Ordinary Resolution 7, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.

Please refer to the Statement to Shareholders dated 17 July 2020 for further information.

7. Item 7 of the Agenda – Resolution 8

The Board and its NC had conducted an annual performance evaluation and assessment on the independence of Khairilnauar Bin Tun Abdul Rahman, who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 30 June 2009 and had recommended him to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has strong independent viewpoints and objective judgement when deliberating decision besides seeking clarifications and challenging Management on the Group's business and other matters in the Board and Board Committee meetings.
- He also has a good understanding of the Group's various core business operations during his tenure of office and this has facilitated him to discharge his duties as an Independent Director effectively.
- Last but not least, during his tenure as a Senior Independent Non-Executive Director of the Company, he had carried out his professional duties in the interest of the Company and shareholders.

Notes :

- For the purpose of determining a member who shall be entitled to attend at the 14th AGM, the Company shall be requesting a General Meeting Record of Depositors as at 10 August 2020. Only a depositor whose name appears on the Record of Depositors as at 10 August 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- A proxy may but need not be a member of the Company and the provisions of Section 334(1) of the Companies Act 2016 shall not apply to the Company.
- Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Proxy Form must be deposited at the Registered Office of the Company at 85, Muntiri Street, 10200 Georgetown, Pulau Pinang, Malaysia not less than twenty-four (24) hours before the time set for holding the Meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

- No individual is standing for election as a Director at the forthcoming AGM of the Company.
- The Ordinary Resolution 6 as per the Notice of 14th Annual General Meeting of the Company dated 17 July 2020 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 28 May 2019. The Directors, decided to seek a higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) of the Company for issuance of new securities ("20% General Mandate"). The Directors are of the view that the 20% General Mandate is in the best interest of the Company and the shareholders as it will provide additional flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares to meet the funding requirements such as working capital and/or operational expenditure of the Company, expeditiously and efficiently during this challenging time to ensure long-term sustainability and interest of the Company and its shareholders. As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.

ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING ("14TH AGM")

Date : Monday, 17 August 2020

Time : 12.00 noon

Meeting Venue : Classic Hotel Muar, No 69, Jalan Ali, 84000 Muar, Johor.

Annual Report 2019 and Statement to Shareholders dated 17 July 2020

Together with us in conserving the environment and improving sustainability, you may download the Company's Annual Report 2019 and/or the Statement to Shareholders dated 17 July 2020 in relation to the Proposed Renewal of Authority for Share Buy-Back ("Statement") from:

- Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.my; or
- The Company's website at www.mbl.com.my.

Nevertheless, if you wish to receive the printed copy of the Annual Report 2019 and/or the Statement may contact our share registrar, Plantation Agencies Sdn Bhd at 04-2625333 or email your request to sharereg@plantationagencies.com.my.

14TH AGM Arrangements

In view of the COVID-19 pandemic, your safety remains our utmost priority. This Administrative Guide is necessary to introduce safety measures and control for the well-being of our shareholders as well as to enable the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.

Safeguard measures due to COVID-19 Outbreak Pandemic

- In light of the COVID-19 pandemic, we appreciate if all shareholders, proxies and invited guests could take all the necessary precaution and preventive measures as issued by the Ministry of Health when attending the 14th AGM.
- If you have travelled overseas, especially to the affected countries in the past 14 days from the date of the 14th AGM or have been in contact with a COVID-19 affected person or if you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please quarantine yourself at home. Under such circumstances, your attendance in person at the 14th AGM will be denied. You are hereby strongly advised and encouraged to submit your Proxy Form prior to the 14th AGM.
- As your safety is the Company's priority, the Company has taken below precautionary measures to prevent the spread of the COVID-19 and to ensure the safety of attendees at the 14th AGM:
 - Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf of the forthcoming 14th AGM. You may submit your proxy forms with predetermined voting instructions for the Chairman to vote for and on behalf.
 - The Company reserves the right to limit the total number of physical attendees at the 14th AGM pursuant to the requirements by the relevant authorities.
 - Shareholders are also encouraged to register ahead of the 14th AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue to accommodate the meeting participants.
- The Company will take precautionary measure by conducting temperature checks on all attendees upon arrival at the 14th AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 2 or having a body temperature above 37.5 °C.

- Wearing a face mask in advance and throughout the 14th AGM proceedings is highly encouraged. Please be informed that the Company will not be providing face masks.
- All attendees are advised to sanitize their hands before entering 14th AGM venue. Hand sanitiser will be provided by the Company during 14th AGM.

Registration

- Registration will start at 11.00 a.m. on Monday, 17 August 2020.
- Kindly produce your original MyKad/Passport (for foreigners) to the registration personnel at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
- All shareholders and proxies are required to practise social distancing of one (1) meter and only allowed to sit at the place arranged by the Company.
- Upon verification, you are required to sign on the Attendance list prepared by the officer at the registration counter.
- After registration, polling slip will be issued to the shareholder(s). Shareholders are required to use the slip for poll voting purpose later.
- No person will be allowed to register for and on behalf of another person, even with the original MyKad/Passport of that person.
- Please proceed to the meeting hall immediately after registration.
- For any clarification or enquiry, please proceed to the Company's Helpdesk at the registration counter.

Enquiry & Pre-Registration

If you have any enquiry prior to the 14th AGM, please contact the Company during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):
Telephone Number: 04-2638100/200
Fax Number: 04-2638500
Email address: tcms@tcms.com.my

For 14th AGM Pre-Registration, please email your full name, NRIC/Passport No. and CDS No. for verification purposes by 14 August 2020 to:

Attention : Mr. YW Tai / Mr. SM Teh
Email : sharereg@plantationagencies.com.my

Thank you.

BY ORDER OF THE BOARD

Tan Hui Lun (LS 0010066)
Company Secretary

Muar, Johor Darul Takzim
Date: 17 July, 2020