



**MAJUPERAK HOLDINGS BERHAD [200201017726 (585389-X)]**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth (17th) Annual General Meeting (“AGM”) of Majuperak Holdings Berhad (“MHB” or “the Company”) will be held at Casuarina Convention Centre 3, Casuarina @ Meru Hotel, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan on Tuesday, 22 September 2020 at 11.00a.m.

**AGENDA**

**As ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019, together with Directors’ Reports and Auditors’ Report thereon. **(Please refer to Note 2)**
2. To approve the payment of Directors’ Fees of RM335,000 for the financial year ended 31 December 2019. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ Benefits (excluding Directors’ Fee) to Directors up to an amount of RM250,000 from 23 September 2020 until the next AGM of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors retiring by rotation pursuant to Clause 15.2 of the Company’s Constitution:
  - 4.1 Encik Mohd Ariff Bin Yeop Ishak **(Ordinary Resolution 3)**
  - 4.2 Encik Ahmad Najmi Bin Kamaruzaman **(Ordinary Resolution 4)**
  - 4.3 Y.B. Muhamad Arafat Bin Varisai Mahamad **(Ordinary Resolution 5)**
5. To re-elect the following Directors who were appointed during the year pursuant to Clause 15.9 of the Company’s Constitution:
  - 5.1 Encik Nizran Bin Noordin **(Ordinary Resolution 6)**
  - 5.2 Encik Khairul Nizam Bin Tajul Hasnan **(Ordinary Resolution 7)**
  - 5.3 Mr Lim Tian Huat **(Ordinary Resolution 8)**
  - 5.4 Datuk Abu Bakar Bin Hassan **(Ordinary Resolution 9)**
  - 5.5 Dato Hj Tun Hisan Bin Dato Hj Tun Hamzah **(Ordinary Resolution 10)**
6. To re-appoint Messrs AljeffriDean as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 11)**

AS **SPECIAL BUSINESS**, to consider and, if thought fit, pass the following Resolutions:

7. **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL (Ordinary Resolution 12)  
PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

“That, subject to the Companies Act, 2016 and the Company’s Constitution and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”), Securities Commission and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time 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 for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the 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 Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier.”

8. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE (Ordinary Resolution 13)  
AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR  
TRADING NATURE**

“That, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries shall be mandated to enter into the category of Recurrent Related Party Transactions of a Revenue or Trading Nature as specified in Item 2.1 of the Circular dated 25 August 2020 subject further to the following:

- (i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) the Proposed Shareholders’ Mandate shall apply in respect of the Recurrent Related Party Transactions to be entered into from 22 September 2020 to the next Annual General Meeting of the Company. The Proposed Shareholders’ Mandate shall only continue to be in force until:
  - the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or

- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; or
- revoked or varied by a resolution passed by the shareholders in general meeting before the next Annual General Meeting;

whichever is earlier.

And that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate.

Thereafter, approval from shareholders for a renewal of the recurrent related party transactions mandate will be sought at each subsequent Annual General Meeting of the Company; and

- (iii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year and in the annual report for the subsequent financial year during which the Proposed Shareholders' Mandate is in force based on the type of recurrent transactions made and the names of the related parties involved in each type of the recurrent transactions made and their relationship with the listed issuer, provided that such transactions are made on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company on an arm's length basis; and
- (iv) the Directors and/or any of them be and are hereby authorised to complete and do such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

9. **PROPOSED ALLOCATION OF SHARE OPTIONS TO ENCIK KHAIRUL NIZAM BIN TAJUL HASNAN, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 14)**

"That pursuant to the existing Employees' Share Option Scheme ("ESOS") approved by the shareholders at the Extraordinary General Meeting held on 2 March 2020 and the approvals of all relevant authorities, if applicable, the Company and the Directors be and hereby authorized specifically to offer and grant to Encik Khairul Nizam Bin Tajul Hasnan, the Non-Independent Non-Executive Director of the Company, options to subscribe for up to a maximum of 300,000 new Ordinary Shares in the Company pursuant to the ESOS in accordance with By-Law and to allot and issue from time to time new Shares pursuant to the acceptance of

the offer and to the exercise of such options, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

10. **PROPOSED ALLOCATION OF SHARE OPTIONS TO MR LIM TIAN HUAT, INDEPENDENT NON-EXECUTIVE DIRECTOR** (Ordinary Resolution 15)

“That pursuant to the existing Employees’ Share Option Scheme (“ESOS”) approved by the shareholders at the Extraordinary General Meeting held on 2 March 2020 and the approvals of all relevant authorities, if applicable, the Company and the Directors be and hereby authorized specifically to offer and grant to Mr Lim Tian Huat, the Independent Non-Executive Director of the Company, options to subscribe for up to a maximum of 300,000 new Ordinary Shares in the Company pursuant to the ESOS in accordance with By-Law and to allot and issue from time to time new Shares pursuant to the acceptance of the offer and to the exercise of such options, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

11. **PROPOSED ALLOCATION OF SHARE OPTIONS TO DATUK ABU BAKAR BIN HASSAN, INDEPENDENT NON-EXECUTIVE DIRECTOR** (Ordinary Resolution 16)

“That pursuant to the existing Employees’ Share Option Scheme (“ESOS”) approved by the shareholders at the Extraordinary General Meeting held on 2 March 2020 and the approvals of all relevant authorities, if applicable, the Company and the Directors be and hereby authorized specifically to offer and grant to Datuk Abu Bakar Bin Hassan, the Independent Non-Executive Director of the Company, options to subscribe for up to a maximum of 300,000 new Ordinary Shares in the Company pursuant to the ESOS in accordance with By-Law and to allot and issue from time to time new Shares pursuant to the acceptance of the offer and to the exercise of such options, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

12. **PROPOSED ALLOCATION OF SHARE OPTIONS TO DATO HJ TUN HISAN BIN DATO HJ TUN HAMZAH, INDEPENDENT NON-EXECUTIVE DIRECTOR** (Ordinary Resolution 17)

“That pursuant to the existing Employees’ Share Option Scheme (“ESOS”) approved by the shareholders at the Extraordinary General Meeting held on 2 March 2020 and the approvals of all relevant authorities, if applicable, the Company and the Directors be and hereby authorized specifically to offer and grant to Dato Hj

Tun Hisan Bin Dato Hj Tun Hamzah, the Independent Non-Executive Director of the Company, options to subscribe for up to a maximum of 300,000 new Ordinary Shares in the Company pursuant to the ESOS in accordance with By-Law and to allot and issue from time to time new Shares pursuant to the acceptance of the offer and to the exercise of such options, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

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

**FURTHER NOTICE IS HEREBY GIVEN THAT** only members whose names appear on the Record of Depositors as at 14 September 2020 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

**By Order of the Board**

CHAN EOI LENG  
Chartered Secretary

Ipoh, Perak Darul Ridzuan, Malaysia  
25 August 2020

## **NOTES:**

### **1) PROXY**

- 1.1 A member of the Company may appoint more than one (1) proxy who need not be a member of the Company to attend, speak and vote at the same meeting. The appointed proxy/proxies must be at least 18 years and above and may but need not be member/members of the Company.
- 1.2 Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 1.3 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
- 1.5 The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the Meeting, either by hand, post, courier, electronic mail to (bsr.helpdesk@boardroomlimited.com) or fax (603)78904670, otherwise the instrument of proxy should not be treated as valid.
- 1.6 For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original card of that other person.
- 1.7 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Seventeenth Annual General Meeting will be put to vote on a poll.
- 1.8 The registration for the above Meeting will commence on Tuesday, 22 September 2020 at 9.45a.m.

### **2) AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the Annual General Meeting and does not require shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

### **3) DIRECTORS' FEES AND BENEFITS**

Section 230(1) of the Companies Act, 2016 provides amongst others, that "fee" of the directors and "any benefits" payable to directors of a listed company shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two separate resolutions as follows:

## Payment of Directors' Fee to Directors

The Directors' Fee includes fee payable to the Chairman and members of the Board.

Based on the Remuneration Committee's recommendation, the Board decided that the Directors' fee in respect of the financial year ended 31 December 2019 in accordance with the proposed remuneration structure set out below:

	Directors' Fees	Meeting Fees
Chairman	RM55,000/- per annum	1) Board & AGM – RM1,500 (Chairman: RM2,000)
Other Board Members	RM48,000/- per annum	2) Audit Committee – RM1,200 (Chairman: RM1,500) 3) Remuneration Committee – RM1,000 (Chairman: RM1,200) 4) Nomination Committee – RM1,000 (Chairman: RM1,200) 5) Risk Management Committee – RM1,000 (Chairman: RM1,200) 6) Any other Committees (Board or Management) – RM1,000 (Chairman: RM1,200)

## Payment of Directors' Benefit (excluding Directors' Fee) to Directors' from 23 September 2020 until the next AGM in year 2021.

The Directors' Benefits (excluding Directors' Fee) comprise the allowance payable to the Chairman and members of the Board and are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

### 4) RE-ELECTION OF DIRECTORS

Encik Mohd Ariff Bin Yeop Ishak, Encik Ahmad Najmi Bin Kamaruzaman, Y.B. Muhamad Arafat Bin Varisai Mahamad, Encik Nizran Bin Noordin, Encik Khairul Nizam Bin Tajul Hasnan, Mr Lim Tian Huat, Datuk Abu Bakar Bin Hassan and Dato Hj Tun Hisan Bin Dato Hj Tun Hamzah are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM.

The Board has via the Nomination Committee had conducted an assessment on their effectiveness and contributions of the said retiring Directors including their skills, experience and strength in qualities and time commitment, has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors of the Annual Report 2019.

### 5) RE-APPOINTMENT OF EXTERNAL AUDITOR

The Audit Committee ("AC") had on 26 February 2020 deliberated the outcome of the annual assessment of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, particularly in the financial services sector, their audit work approach, and their ability to provide value added advice and services, as well as to perform the work within MHB Group's timeline by completing an assessment questionnaire. The AC in its assessment found Messrs. AljefriDean to be sufficiently objective and independent.

The Board therefore approved the AC's recommendation that the re-appointment of Messrs. AljeffriDean ("AljeffriDean") as External Auditors of the Company for the financial year ending 31 December 2020 be put forward for shareholder's approval at the AGM.

**6) AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

The Ordinary Resolution 12 if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting ("AGM") until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the number of issued share capital of the Company ("Share Mandate"). This Share Mandate is a renewal of the general mandate that was approved by shareholders at the preceding AGM held on 26 June 2019. The renewal of the general mandate is to provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In addition, any delay arising from and cost involved in convening an Extraordinary General Meeting (EGM) to approve such issuance of shares should be eliminated. The Company will have to seek shareholders' approval at EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

**7) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Ordinary Resolution 13 if passed, will enable the MHB Group to enter into any of the recurrent transactions of a revenue or trading nature which are necessary for the MHB Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details of the Proposal are set out in the Circular to the Shareholders dated 25 August 2020 circulated together with this Notice of AGM.

**8) PROPOSED ALLOCATION OF SHARE OPTIONS**

The Ordinary Resolutions 14, 15, 16 and 17 if passed, will enable Encik Khairul Nizam Bin Tajul Hasnan, Mr Lim Tian Huat, Datuk Abu Bakar Bin Hassan and Dato Hj Tun Hisan Bin Dato Hj Tun Hamzah to offer and allocate share options pursuant to the Proposed ESOS to subscribe for MHB Shares. The details of the Proposal are set out in the Circular to the Shareholders dated 12 February 2020 circulated on the Extraordinary General Meeting which held on 2 March 2020.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

The details of Directors standing for re-election are set out in the Profile of Directors and Notice of AGM and the details of their interests in the securities of the Company are disclosed in this Annual Report.



### **LIM TIAN HUAT**

#### **INDEPENDENT, NON-EXECUTIVE DIRECTOR**

Male, Malaysian, aged 66



**Date of Appointment** 11 August 2020

**Length of Services (as at 22 September 2020)** 1 month 13 days

**Date of Last Re-appointment** N/A

#### **Academic/Professional Qualification(s)**

- Bachelor Degree in Business Administration (Economic) (Hons.); Manchester Polytechnic, United Kingdom
- Council Member & Founding President, Insolvency Practitioners' Association of Malaysia ("IPAM")
- Member, Malaysian Institute of Accountants ("MIA")
- Member, Malaysian Institute of Certified Public Accountants ("MICPA")
- Fellow, Association of Chartered Certified Accountants ("ACCA")

#### **Present Directorship(s)**

- Majuperak Holdings Berhad
- Malaysia Building Society Berhad
- Anglo-Eastern Plantations Plc (listed in London stock exchange)
- PLUS Malaysia Berhad
- Pacific & Orient Insurance Co. Berhad
- Rodgers Reidy & Co.
- Andersen Corporate Restructuring Sdn. Bhd.

#### **Present Appointment(s)**

- Managing Partner, Rodgers Reidy & Co. Malaysia

#### **Past Directorship(s) and/or Appointment(s)**

- Partner, Ernst & Young Malaysia
- Partner, Arthur Andersen Malaysia
- Manager/Senior Manager, Arthur Andersen Malaysia
- Senior, Arthur Andersen Hong Kong
- Associate/Senior, Arthur Andersen Singapore

#### **Family Relationship**

He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company.

#### **Securities holdings in the Company** Nil

#### **Conviction of offences**

He has not been convicted for any offence within the past 5 years.

#### **Board Meetings attended** N/A

## BOARD OF DIRECTORS (CONTINUED)

### DATUK ABU BAKAR BIN HASSAN

#### INDEPENDENT, NON-EXECUTIVE DIRECTOR

Male, Malaysian, aged 65

**Date of Appointment** 11 August 2020

**Length of Services (as at 22 September 2020)** 1 month 13 days

**Date of Last Re-appointment** N/A

#### Academic/ Professional Qualification(s)

- Bachelor Degree in Business Administration (Hons.); University of Malaya, Malaysia
- Diploma in Public Management; Institut Tadbiran Awam Negara (INTAN)

#### Present Directorship(s)

- Majuperak Holdings Berhad

#### Present Appointment(s)

- Chairman, ARDC Management Sdn. Bhd.

#### Past Directorship(s) and/or Appointment(s):

- Federal Secretary of Sabah, Sabah Federal Secretary's Office
- Director General, National Housing Department
- Yang Dipertua (YDP), Penang Municipal Council
- Director, Department of Land and Mine (Negeri Sembilan)

#### Family Relationship

He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company.



#### Securities holdings in the Company

Nil

#### Conviction of offences

He has not been convicted for any offence within the past 5 years.

**Board Meetings attended** N/A

### DATO' HJ. TUN HISAN BIN DATO' HJ. TUN HAMZAH

#### INDEPENDENT, NON-EXECUTIVE DIRECTOR

Male, Malaysian, aged 61

**Date of Appointment** 11 August 2020

**Length of Services (as at 22 September 2020)** 1 month 13 days

**Date of Last Re-appointment** N/A

#### Academic/ Professional Qualification(s)

- Master Degree in Social Sciences; University Kebangsaan Malaysia (UKM), Malaysia

#### Present Directorship(s)

- Majuperak Holdings Berhad

#### Present Appointment(s)

- Director, TUN Security Services Sdn. Bhd.

#### Past Directorship(s) and/or Appointment(s)

- Chief Police Officer of Selangor, Royal Malaysia Police
- Executive Chairman, TUN Security Services Sdn. Bhd.
- Director of Tun Poultry Farm Sdn. Bhd.
- Director of SMobile(M). Sdn. Bhd.
- Director of Westrank Equity Sdn. Bhd.
- Chairman of Convep Mobilogy Sdn. Bhd.
- Director of Totalrenewables Sdn. Bhd.

#### Family Relationship

He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company.



#### Securities holdings in the Company

Nil

#### Conviction of offences

He has not been convicted for any offence within the past 5 years.

**Board Meetings attended** N/A



**MAJUPERAK HOLDINGS BERHAD**  
**[200201017726 (585389-X)]**  
**(Incorporated in Malaysia)**

Dear Valued Shareholders of Majuperak Holdings Berhad

**ADMINISTRATIVE NOTES**  
**SEVENTEETH ANNUAL GENERAL MEETING (“AGM”)**

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We would like to inform you that the Seventeenth AGM of the Company will be held as below:

Date : **Tuesday, 22 September 2020**  
Time : **11.00 a.m.**  
Venue : **Casuarina Convention Centre 3, Casuarina @ Meru Hotel,  
Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan**

Please be informed that Annual Report 2019 can be accessed through the website at:  
[www.majuperak.com.my](http://www.majuperak.com.my)



Alternatively, you can also scan the QR Code at the above with your smart devices to download the Annual Report 2019. We encourage our Shareholders to access the online version of the Annual Report 2019.

Nonetheless, if you need a printed Annual Report 2019, you may also scan the QR Code at the bottom with your smart devices for accessing and filling-up the ***Request for Hardcopy form***:



Notwithstanding this, if you do require a printed copy of the Annual Report 2019, please contact Boardroom Share Registrars Sdn Bhd whose contact details are listed below:

Boardroom Share Registrars Sdn Bhd,  
11<sup>th</sup> Floor Menara Symphony,  
No. 5 Jalan Professor Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia.  
Tel: (03) 7890 4700

Although the Movement Control Order has been eased, upon receipt of your request, please expect some delays in the delivery of the hardcopy. Each requested copy will only be delivered upon request to reduce the risk of contamination. This effort is to ensure that we can do our bit to break the pandemic infection chain. Hardcopies represent a potential infection vector, with multiple points of contact from printer to recipient, which we aim to reduce by on-demand in-house printing.

## **AGM Administration Guide**

In view of the COVID-19 pandemic, the Company would like to introduce the following precautionary measures for the well-being and safety of the shareholders whilst attending the AGM of the Company and to be in line with the Government and/or relevant authorities' directive and guidelines on public gatherings or events which may be issued from time to time.

Before entering the AGM venue, all shareholders/proxies and the attendees are required to:

- wear a face mask;
- use the hand sanitiser as provided;
- undergo a compulsory body temperature screening at the venue entrance; and
- sign a health declaration form and provide their travel history and contact details (to facilitate contact tracing, if required).

For safety purposes, the Company has the right to:

- limit the number of physical attendees to be accommodated at the venue;
- refuse the entry of a shareholder/proxy with high body temperature or displaying any symptoms of being unwell, and
- require all shareholders/proxies and the attendees to wear a face mask throughout the AGM.

Having regard to the well-being and safety of the shareholders, if you have travelled overseas in the past 14 days, been in contact with a COVID-19 affected person or if you are unwell with sore-throat, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please seek medical attention and quarantine yourself at home.

**THE COMPANY ADVISES ALL SHAREHOLDERS/PROXIES AND THE ATTENDEES TO ADHERE TO THE AFORESAID PRECAUTIONARY MEASURES AT THE AGM.**

We would like thank you for your understanding of the aforesaid requirements in view of the health crisis and your continued support to the Company.

For and on behalf of **Majuperak Holdings Berhad**

**Mohd Ariff Bin Yeop Ishak**  
Executive Chairman



**MAJUPERAK HOLDINGS BERHAD**  
**[200201017726 (585389-X)]**  
**(Incorporated in Malaysia)**

Pemegang Saham Majuperak Holdings Berhad Yang Dihormati,

**NOTA PENTADBIRAN UNTUK  
MESYUARAT AGUNG TAHUNAN KALI KE-17**

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Kami dengan sukacitanya memaklumkan bahawa Mesyuarat Agung Tahunan Syarikat akan diadakan pada ketetapan seperti berikut:

Tarikh : **Selasa, 22 September 2020**  
Masa : **11.00 pagi**  
Tempat: **Casuarina Convention Centre 3, Casuarina @ Meru Hotel,  
Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan**

Untuk makluman tuan/puan, Buku Laporan Tahunan 2019 juga boleh diakses melalui laman sesawang Syarikat di [www.majuperak.com.my](http://www.majuperak.com.my)



Sebagai alternatif, tuan/puan juga boleh mengimbas Kod QR yang disertakan di atas menggunakan peranti pintar tuan/puan untuk memuat turun Buku Laporan Tahunan 2019. Kami menggalakkan Pemegang Saham kami untuk mengakses versi dalam talian buku Laporan Tahunan 2019.

Namun begitu, sekiranya tuan/puan memerlukan buku Laporan Tahunan 2019 secara bercetak, tuan/puan boleh mengimbas Kod QR yang disertakan di bawah untuk mengakses dan mengisi ***Request for Hardcopy form***:



Sungguhpun begitu, sekiranya tuan/puan memerlukan salinan Buku Laporan 2019 secara bercetak, tuan/puan juga boleh berhubung dengan pihak Boardroom Share Registrars Sdn Bhd yang mana butirannya seperti di bawah:

Boardroom Share Registrars Sdn Bhd,  
11<sup>th</sup> Floor Menara Symphony,  
No. 5 Jalan Professor Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia.  
Tel: (03) 7890 4700

Sila ambil perhatian bahawa dalam tempoh Perintah Kawalan Pergerakan yang masih berkuatkuasa, salinan bercetak hanya akan dihantar atas permintaan bagi mengurangkan risiko penularan wabak. Justeru, sila jangkakan kelewatan dalam pengiriman salinan bercetak

kepada tuan/puan. Usaha ini adalah untuk memastikan bahawa kami dapat melakukan yang terbaik bagi memutuskan rantai jangkitan. Pengemukaan salinan bercetak meningkatkan potensi jangkitan di mana melibatkan kontak daripada pencetak ke penerima, yang mana ianya ingin kami kurangkan dengan hanya memenuhi permintaan percetakan atas permintaan sahaja.

### **Panduan Pentadbiran Mesyuarat Agung Tahunan**

Memandangkan pandemik COVID-19 yang sedang melanda, Syarikat ingin memperkenalkan langkah berjaga-jaga berikut untuk kesejahteraan dan keselamatan para pemegang saham semasa menghadiri Mesyuarat Agung Tahunan Syarikat selaras dengan arahan dan garis panduan ditetapkan Kerajaan dan / atau pihak berkuasa berkenaan berhubung perhimpunan awam atau acara yang mungkin dikeluarkan dari semasa ke semasa.

Sebelum memasuki dewan mesyuarat, semua pemegang saham / proksi dan hadirin perlu:

- memakai topeng muka;
- gunakan pembersih tangan yang disediakan;
- menjalani pemeriksaan suhu badan wajib di pintu masuk; dan
- menandatangani borang pengisytiharan kesihatan dan memberikan sejarah perjalanan dan maklumat kontak rapat mereka (untuk memudahkan pengesanan hubungan, jika diperlukan).

Untuk tujuan keselamatan, Syarikat berhak untuk:

- menghadkan jumlah kehadiran di bilik mesyuarat;
- menolak kemasukan pemegang saham / proksi dengan suhu badan yang tinggi atau menunjukkan gejala yang tidak sihat, dan
- menghendaki semua pemegang saham / proksi dan para hadirin memakai topeng muka sepanjang Mesyuarat Agung Tahunan.

Mengambil kira kesejahteraan dan keselamatan pemegang saham, jika anda telah melakukan perjalanan ke luar negara dalam tempoh 14 hari terakhir, anda telah mempunyai kontak dengan orang yang terkena COVID-19 atau jika anda tidak sihat dengan gejala seperti sakit tekak, demam, batuk, sakit sendi, hidung tersumbat, hidung berair, cirit-birit atau sesak nafas, sila dapatkan rawatan perubatan dan melakukan kuarantin diri anda di rumah.

### **SYARIKAT MENASIHATKAN SEMUA PEMEGANG SAHAM / PROKSI DAN PARA HADIRIN UNTUK MEMATUHI LANGKAH-LANGKAH PENCEGAHAN YANG DITETAPKAN DI MESYUARAT AGUNG TAHUNAN.**

Kami mengucapkan terima kasih atas persefahaman anda mengenai syarat-syarat di atas dalam menangani krisis kesihatan pada ketika ini dan sokongan berterusan anda kepada Syarikat amat dihargai.

Untuk dan bagi pihak  
**Majuperak Holdings Berhad**

**Mohd Ariff Bin Yeop Ishak**  
Pengerusi Eksekutif



No. of Shares Held	
CDS Account No.	
Telephone No.	
E-mail Address	

**MAJUPERAK HOLDINGS BERHAD [200201017726 (585389-X)]**  
(Incorporated in Malaysia)

I/We, \_\_\_\_\_  
 NRIC No./Passport No./Company No. \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ being a  
 member of Majuperak Holdings Berhad hereby appoint the following person(s):

<b><u>Name of Proxy &amp; NRIC No.</u></b>	<b><u>No. of Ordinary Shares</u></b>	<b><u>%</u></b>
1. _____ or failing him/her	_____	_____
2. _____	_____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Seventeenth Annual General Meeting ("AGM") of the Company to be held at Casuarina Convention Centre 3, Casuarina @ Meru Hotel, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan on Tuesday, 22 September 2020 at 11.00a.m. and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

<b>No.</b>	<b>Resolutions</b>	<b>Resolution No.</b>	<b>For</b>	<b>Against</b>
1.	To approve the payment of Directors' Fees	Ordinary Resolution 1		
2.	To approve the payment of Directors' Benefits	Ordinary Resolution 2		
3.	Re-appointment Encik Mohd Ariff Bin Yeop Ishak	Ordinary Resolution 3		
4.	Re-appointment Encik Ahmad Najmi Bin Kamaruzaman	Ordinary Resolution 4		
5.	Re-appointment Y.B. Muhamad Arafat Bin Varisai Mahamad	Ordinary Resolution 5		
6.	Re-appointment Encik Nizran Bin Noordin	Ordinary Resolution 6		
7.	Re-appointment Encik Khairul Nizam Bin Tajul Hasnan	Ordinary Resolution 7		
8.	Re-appointment Mr Lim Tian Huat	Ordinary Resolution 8		
9.	Re-appointment Datuk Abu Bakar Bin Hassan	Ordinary Resolution 9		
10.	Re-appointment Dato Hj Tun Hisan Bin Dato Hj Tun Hamzah	Ordinary Resolution 10		
11.	Re-appointment of Messrs AljeffriDean as Auditors of the Company	Ordinary Resolution 11		
12.	Authority to Allot and Issue Shares in General Pursuant to Section 76 of the Companies Act, 2016	Ordinary Resolution 12		
13.	Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature	Ordinary Resolution 13		
14.	Proposed Allocation of Share Options to Encik Khairul Nizam Bin Tajul Hasnan	Ordinary Resolution 14		
15.	Proposed Allocation of Share Options to Mr Lim Tian Huat	Ordinary Resolution 15		
16.	Proposed Allocation of Share Options to Datuk Abu Bakar Bin Hassan	Ordinary Resolution 16		
17.	Proposed Allocation of Share Options to Dato Hj Tun Hisan Bin Dato Hj Tun Hamzah	Ordinary Resolution 17		

Please indicate with (√) or (X) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Date:

\_\_\_\_\_  
Signature of Shareholder/Common Seal

**NOTES:**

1. Only members whose names appear on the Record of Depositors as at 14 September 2020 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
2. A member of the Company may appoint more than one (1) proxy who need not to be a member of the Company to attend, speak and vote at the same meeting. The appointed proxy/proxies must be at least 18 years and above and may but need not be member/members of the Company.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing proxy must be initialed.
6. The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the Meeting, either by hand, post, courier, electronic mail to (bsr.helpdesk@boardroomlimited.com) or fax (603)78904670, otherwise the instrument of proxy should not be treated as valid.
7. For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original card of that other person.
8. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Seventeenth Annual General Meeting will be put to vote on a poll.
9. The registration for the above Meeting will commence on Tuesday, 22 September 2020 at 9.45a.m.
10. Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.



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80 SEN  
STAMP  
(Within  
Malaysia)

The Share Registrar  
MAJUPERAK HOLDINGS BERHAD  
Registration No. 200201017726 (585389-X)  
11th Floor, Menara Symphony,  
No. 5, Jalan Professor Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia.

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