



# MAJUPERAK HOLDINGS BERHAD

[200201017726 (585389-X)]

(Incorporated in Malaysia)

Dear Valued Shareholders of Majuperak Holdings Berhad

## NOTIFICATION TO SHAREHOLDERS OF AN EXTRAORDINARY GENERAL MEETING (“EGM”)

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We would like to inform you that an **Extraordinary General Meeting (“EGM”)** of Majuperak Holdings Berhad (“**MHB**” or “**Company**”) will be held on a **FULLY VIRTUAL** basis through live streaming and online remote voting using the Lumi Remote Participation and Voting Facilities (“RPV”) meeting platform at <https://web.lumiagm.com> (“online EGM”) on the date, time and at the broadcast venue as follows or at any adjournment thereof:

Date : Wednesday, 10 February 2021

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Time : 11.00 a.m.

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Broadcast Venue : Meeting Room TR12-R02  
12<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan

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Meeting Platform : <https://web.lumiagm.com>

The purpose of the EGM is to consider and, if thought fit, to pass the following Resolutions with or without any modifications:

I. **SPECIAL RESOLUTION-**  
**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**  
**(“PROPOSED AMENDMENTS TO THE CONSTITUTION”);**

II. **ORDINARY RESOLUTION-**  
**AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO**  
**SECTION 76 OF THE COMPANIES ACT, 2016.**

The details of the Notice of EGM, Proxy Form, Circular to Shareholders in relation to the Proposed Amendments To The Constitution and the Administrative Guide are available at our website and can be accessed at: [www.majuperak.com.my](http://www.majuperak.com.my) or you could scan the below QR code:



Notwithstanding this, should you do require of printed copy of the above documents, kindly contact the Share Registrar of the Company 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  
Tel: 03-7890 4700 (General Line) / 03-7890 4730 (Anas Khalid)  
Email: [Anas.Khalid@boardroomlimited.com](mailto:Anas.Khalid@boardroomlimited.com)

We would like to thank you for your continued support to the Company.

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

Yours sincerely,

**Mohd Ariff Bin Yeop Ishak**  
Executive Chairman

18 January 2021



## MAJUPERAK HOLDINGS BERHAD

[Registration No. 200201017726 (585389-X)]  
(Incorporated in Malaysia under the Companies Act, 1965  
and deemed registered under the Companies Act, 2016)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Extraordinary General Meeting (“EGM”)** of Majuperak Holdings Berhad (“MHB” or “Company”) will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice:

Date	:	Wednesday, 10 February 2021
Time	:	11.00 a.m.
Registration	:	Virtual Meeting via Lumi Remote Participation and Electronic Voting (“RPV”) facilities
Broadcast Venue	:	Meeting Room TR12-R02 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Virtual Meeting Platform	:	<a href="https://web.lumiagm.com">https://web.lumiagm.com</a>
Mode of Communication	:	(1) raise questions during live streaming at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> (2) submit questions prior to the EGM by emailing to <a href="mailto:ms.azam@pknpgroup.com.my">ms.azam@pknpgroup.com.my</a> no later than 5.00 p.m. on Monday, 8 February 2021

#### **SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS TO THE CONSTITUTION”)**

“THAT, the proposed alteration or amendments to the Constitution of the Company, as annexed herewith as Appendix II in the Circular to Shareholders dated 18 January 2021, be and are hereby approved and adopted, with immediate effect. AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

#### **ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

“THAT the Ordinary Resolution passed on 22 September 2020 on the Authority to Allot and Issue Shares in General pursuant to Section 76 of the Companies Act, 2016 at the Company’s Annual General Meeting held on 22 September 2020 be and is hereby rescinded.”

“AND THAT, contingent upon passing of Special Resolution above on Proposed Amendments to the Constitution and 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 discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company (excluding treasury shares) 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 (“AGM”) of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.”

By Order of the Board  
**MAJUPERAK HOLDINGS BERHAD**

**CHAN EOI LENG**  
**(SSM PC No. 202008003055)**  
**(MAICSA 7030866)**

Chartered Secretary  
Ipoh, Perak Darul Ridzuan, Malaysia  
18 January 2021

**FURTHER NOTICE IS HEREBY GIVEN THAT** only members whose names appear on the Record of Depositors as at 3 February 2021 shall be entitled to attend the EGM 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.

**NOTES:**

**1. PROXY**

- 1.1 A member (other than an exempt authorized nominee) entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.
- 1.2 Where a member appoints more than two (2) proxies, 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. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
- 1.5 The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) before the Form of Proxy lodgement cut-off time as mentioned above. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting.

**2. Explanatory Notes:**

**Special Resolution – Proposed Amendments to the Constitution**

The proposed Special Resolution, if passed, will enhance administrative efficiency and provide greater clarity to the Constitution. The Proposed Amendments to the Constitution is set out under Appendix II of the Circular to Shareholders dated 18 January 2021.

**Ordinary Resolution – Authority to Allot and Issue Shares in General pursuant to Section 76 of the Companies Act, 2016**

The Company had, during its Seventeenth (17th) Annual General Meeting held on 22 September 2020, obtained shareholders' approval for the general mandate for issuance of amount not exceeding of 10% of the total number of the issued shares of the Company pursuant to Section 76 of the Companies Act, 2016. The Company did not issue any shares pursuant to this mandate obtained. Notwithstanding this, the Company had on 26 February 2020 allotted and issued 25,705,242 ordinary shares in relation to a Private Placement pursuant to the mandate given to the Directors at the AGM held on 26 June 2019.

Given the current economic climate arising from the global COVID-19 pandemic, Bursa Malaysia Securities Berhad had via its letter dated 14 April 2020 given the listed issuers the flexibility to procure not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate"), instead of 10% under para 6.03 of Main Market Listing Requirements, for the issuance of new securities provided that certain condition be satisfied including the relevant applicable legal requirements. The Listed Issuer had until 31 December 2021 to utilize that 20% General Mandate and after that the 10% mandate would be reinstated.

In this regard, the Company is proposing an Ordinary Resolution to seek a fresh general mandate for the issuance of 20% General Mandate under Section 76 of the Companies Act, 2016 and the previous resolution passed on 22 September 2020 at the AGM authorising 10% mandate be rescinded.

In light of current economic climate arising from the pandemic which the Group may require additional fund for its future needs, the Board of Directors is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate will provide flexibility to the Company for fund raising and enable the Company, should it required to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares during this challenging period. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting.



## MAJUPERAK HOLDINGS BERHAD

[Registration No. 200201017726 (585389-X)]  
(Incorporated in Malaysia under the Companies Act, 1965  
and deemed registered under the Companies Act, 2016)

### ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date	: Wednesday, 10 February 2021
Time	: 11.00 a.m.
Registration	: Virtual Meeting via Lumi Remote Participation and Electronic Voting (“RPV”) facilities
Broadcast Venue	: Meeting Room TR12-R02 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Virtual Meeting Platform	: <a href="https://web.lumiagm.com">https://web.lumiagm.com</a>
Mode of Communication	: (1) raise questions during live streaming at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> (2) submit questions prior to the EGM by emailing to <a href="mailto:ms.azam@pknpgroup.com.my">ms.azam@pknpgroup.com.my</a> no later than 5.00 p.m. on Monday, 8 February 2021

#### 1. Virtual Meeting

- 1.1 In view of the Coronavirus (COVID-19) pandemic and with the safety of the Company's shareholders, employees and Directors being of primary concern, the Board of Directors of the Company ("**the Board**") and Management of the Company have decided that the EGM of the Company shall be conducted on a fully virtual basis and entirely via Remote Participation and Electronic Voting (“RPV”) facilities.
- 1.2 Shareholders can participate in our full virtual EGM by registering online via the Boardroom Smart Investor Portal at <https://boardroomlimited.my>.
- 1.3 With the RPV facilities, you may exercise your right as a shareholder of the Company to participate (and pose questions to the Board and Management of the Company) and to vote at the EGM, safely from your home.
- 1.4 Kindly ensure the stability of your internet connectivity throughout the EGM is maintained as quality of the live webcast and online remote voting are dependent on the bandwidth and stability of the internet connection.

#### 2. Entitlement to Participate and Vote

Only members whose names appear on the Record of Depositors as at **3 February 2021** shall be entitled to participate and vote at the EGM or appoint a proxy(ies) to participate and vote on his/her behalf.

### 3. Lodgement of Form of Proxy

- 3.1 If you are unable to attend the EGM via the RPV facilities and wish to appoint the Chairman of the EGM as your proxy to vote on your behalf, please deposit your Form Of Proxy at the Company's Share Registrar's office at **11th Floor, Menara Symphony, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** via post/courier/by hand not less than forty-eight (48) hours before the time set for holding the meeting i.e. **Monday, 8 February 2021 at 11.00 a.m.** or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Any alteration to the Form of Proxy must be initialed.
- 3.2 Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time set for holding the Meeting i.e. **Monday, 8 February 2021 at 11.00 a.m.** or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below.

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

*(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement.)*

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

#### **Step 2 e-Proxy Lodgement**

- a. Access website <https://boardroomlimited.my>
  - b. Login with your User ID and Password given above.
  - c. Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**MAJUPERAK HOLDINGS BERHAD EXTRAORDINARY GENERAL MEETING**" and click "APPLY".
  - d. Read the terms & conditions and confirm the Declaration.
  - e. Enter your CDS Account Number and indicate the number of securities.
  - f. Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars for your proxy(ies).
  - g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
  - h. Review and confirm your proxy(ies) appointment.
  - i. Click submit.
- 3.3 If you wish to participate in the EGM yourself, please do not submit any Form of Proxy for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

#### **4. Revocation of Proxy**

If you have submitted your Form of Proxy prior to the EGM and subsequently decide to appoint another person or wish to participate in the EGM yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

#### **5. Voting Procedures**

5.1 The voting will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Boardroom Corporate Services Sdn. Bhd. as Independent Scrutineer to verify the poll results.

Members and proxies are required to use one (1) of the following methods to vote remotely:

- (i) Download Lumi AGM App (free of charge) onto your personal voting device prior to the AGM from Apple App Store or Google Play Store; or
- (ii) Launch Lumi AGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
- (iii) Access to Lumi AGM via website URL <https://web.lumiagm.com>.

5.2 During the EGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.

5.3 For the purpose of this EGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.

5.4 The polling will only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.

5.5 The Independent Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or otherwise.

#### **6. Remote Participation and Electronic Voting (RPV)**

6.1 Please note that all members including (i) individual members; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPV facilities to participate and vote remotely at the EGM.

6.2 If you wish to participate in the EGM, you will be able to view a live webcast of the EGM, ask questions and submit your votes in real time whilst the EGM is in progress.

6.3 Kindly follow the steps below to request for your login ID and password and usage of the RPV facilities:

## Before the day of the EGM

### Procedure Action

- i. Register Online with Boardroom Smart Investor Portal (for first time registration only)  
*(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step (ii) – Submit request for remote participation.)*
  - a. Access website <https://boardroomlimited.my>
  - b. Click <<Login>> and click <<Register>> to sign up as a user.
  - c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport.
  - d. Please enter a valid email address and wait for Boardroom's email verification.
  - e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
  
- ii. Submit request for remote participation (User ID and Password)  
*(Note: Registration for remote access will be opened on 18 January 2021. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Monday, 8 February 2021 at 11.00 a.m.)*

#### Individual Members

- a. Login to <https://boardroomlimited.my> using your user ID and password.
- b. Select “**VIRTUAL MEETING**” from main menu and select the correct Corporate Event “**MAJUPERAK HOLDINGS BERHAD EXTRAORDINARY GENERAL MEETING**”.
- c. Read and agree to the Terms & Conditions.
- d. Enter your CDS Account and thereafter submit your request.



#### Corporate Shareholders

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

#### Authorised Nominee and Exempt Authorised Nominee

- a. Write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.
  - b. Please provide a copy of the proxy holder's MyKad/Identification Card (front and back) or Passport as well as his/her email address.
- iii. Email notification
    - a. You will receive notification from Boardroom that your request(s) has been received and is being verified.
    - b. Upon system verification against the Record of Depositories of the EGM as at 3 February 2021, 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 date and time to submit your request is by **Monday, 8 February 2021 at 11.00 a.m.**



On the day of the EGM Procedure	Action
iv. Login to Virtual Meeting Platform	<p>(a) The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the EGM at 10.00 a.m. on Wednesday, 10 February 2021.</p> <p>(b) The Meeting Platform can be accessed via one of the following methods:-</p> <ul style="list-style-type: none"> <li>➤ Download the free Lumi AGM application from Apple App Store or Google Play Store;</li> <li>➤ Launch Lumi AGM by scanning the QR Code provided in the email notification;</li> <li>➤ Access to Lumi AGM webportal via website at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a></li> </ul> <p>(c) Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step (iii).</p>
v. Participate	<p>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</p> <p>(a) If you would like to view the live webcast, select the broadcast icon. </p> <p>(b) If you would like to ask a question during the AGM, select the messaging icon. </p> <p>(c) Type your message within the chat box, once completed click the send button.</p>
vi. Voting	<p>(a) Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>(b) To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>(c) To change your vote, simply select another voting direction.</p> <p>(d) If you wish to cancel your vote, please press "Cancel".</p>
vii. End of Participation	<p>(a) Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the messaging window will be disabled.</p> <p>(b) You can now logout from the Meeting Platform.</p>

## 7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies/corporate representatives/attorneys who participate at this virtual EGM.

## 8. Recording or Photography

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

## 9. Enquiries

If you have any enquiries prior to the EGM or if you wish to request for technical assistance to participate in the fully virtual meeting, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.), details as follows:-

Boardroom Share Registrars Sdn. Bhd.  
Address : 11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
General Line : 603-7890 4700 (Helpdesk)  
Fax Number : 603-7890 4670  
Email : [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com)

### Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing proxy(ies) and/or attorney(s) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.