

NOTICE OF POSTPONEMENT OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponement of Nineteenth Annual General Meeting ("Postponement of 19th AGM") of the Company will be conducted on a fully virtual basis through live streaming and online remote voting from Broadcast Venue at Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan via the TIH Online website at <https://tih.online> on Tuesday, 3 August 2021 at 10.00 a.m. for the following purposes: -

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. Please refer to the Explanatory Note 1
- To approve the payment of Directors' Fees and allowance of RM159,770 to the Non-Executive Directors in respect of the financial year ended 31 December 2020. **Ordinary Resolution 1**
(Please refer to the Explanatory Note 2)
- To approve the payment of Directors' benefits of up to RM50,750 to the Non-Executive Directors for the period commencing from 1 January 2021 until the next annual general meeting of the Company. **Ordinary Resolution 2**
(Please refer to the Explanatory Note 3)
- To re-elect the following Directors who are retiring in accordance with Article 90 of the Company's Constitution: -
 - Dato' Abdul Majid bin Ahmad Khan
 - Datuk Wira Lim Hock Guan, JP
 - Puan Nadhirah binti Abdul Karim
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6

As Special Business

To consider and, if thought fit, to pass with or without any modifications, the following resolutions:-

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or person whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being;

THAT the Directors be also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("**Bursa Securities**");

AND THAT such authority shall be continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 7
(Please refer to the Explanatory Note 4)

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

Ordinary Resolution 8
(Please refer to the Explanatory Note 5)

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company and its subsidiaries ("**the Group**") to enter into the specified recurrent transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 17 May 2021 ("**the Circular**") which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, 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 Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act, whichever is earlier;

THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information: -

- the type of transactions made; and
- the names of the related parties involved in each type of transactions made and their relationship with the Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate."

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

By Order of the Board,

CHONG VOON WAH (SSM PC NO. 202008001343) (MAICSA 7055003)

Company Secretary

Petaling Jaya, Selangor

Date: 30 June 2021

Notes:

- The Postponement of 19th AGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.
- No member(s) or proxy(ies)/corporate representative(s)/attorney(s) shall be physically present or allowed to enter the Broadcast Venue on the day of the meeting.
- A member of the Company entitled to attend and vote is entitled to appoint another person as his/her/his proxy to exercise all or any of his/her/his rights to attend, participate (including to pose questions to the Board of Directors ("**Board**") of the Company) and vote in his stead. A member or his/her/his proxy(ies)/corporate representative(s)/attorney(s) must register himself/herself via the TIH Online website at <https://tih.online> to attend, participate and vote remotely via the RPV facilities. Please read these Notes carefully and follow the procedures as set out in the Administrative Guide of the Postponement of 19th AGM ("**Administrative Guide**") which is available from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or Company's corporate website at www.mgberhad.com.my in order to participate remotely via RPV facilities.
- A member or his/her/his proxy(ies)/corporate representative(s)/attorney(s) may pose his/her questions via the platform as set out in the Administrative Guide.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with provision of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("**ombibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
- The appointment of a proxy may be made in hard copy form or by electronic form in the following manner not later than Monday, 2 August 2021 at 10.00 a.m.:
 - In hard copy form:-**
 - By hand or post to the office of the Company's Share Registrar, 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 or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or
 - By fax at 03-2783 9222 or e-mail to is.enquiry@tricornycorpglobal.com.
 - By electronic form:-**
 - To submit Proxy Form electronically via TIH Online at <https://tih.online>.

Please note that:-

- The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of 19th AGM dated 17 May 2021 ("**Original Proxy Form**") and Revised Proxy Form issued together with Notice of the Postponement of 19th AGM dated 25 May 2021 and 30 June 2021 ("**Revised Proxy Form**"). All Original Proxy Form and Revised Proxy Form deposited at the office of the Company's Share Registrar prior to this Notice shall remain valid and acceptable.
- If the Company receives both the Original Proxy Form and the Revised Proxy Form from same member, THE LATTER SHALL SUPERSEDE THE FORMER.
- In the event that the Company does not receive the duly executed Revised Proxy Form on or before Monday, 2 August 2021 at 10.00 a.m., the member who has deposited the Original Proxy Form at the office of the Company's Share Registrar is deemed to have appointed and authorised his/her/his proxy(ies) under the Original Proxy Form to attend, participate and vote remotely at the Postponement of 19th AGM of the Company.
- For the purpose of determining who shall be entitled to participate the Postponement of 19th AGM via RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 27 July 2021. Only members whose name appears on the Record of Depositors as at 27 July 2021 shall be entitled to participate and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of Postponement of 19th AGM will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Explanatory Notes to the Agenda:

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2020**
Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees and allowance to Non-Executive Directors

The breakdown of the proposed payment of Directors' Fees and meeting allowance to Non-Executive Directors amounting to RM159,770 for the financial year ended 31 December 2020 is set out below:

	RM
Directors' Fees	135,520
Meeting Allowance	24,250
Total	159,770

The payment of the Directors' Fees and allowance in respect of the financial year ended 31 December 2020 will only be made if the proposed Ordinary Resolution 1 has been passed at the Postponement of 19th AGM.

- Ordinary Resolution 2 - Directors' benefits from 1 January 2021 to the next annual general meeting of the Company**
The Directors' benefits payable to the Non-Executive Directors of up to RM50,750 comprise of meeting allowance which will only be made by the Company as and when incurred if the proposed Ordinary Resolution 2 has been passed at the Postponement of 19th AGM. In determining the estimated total amount of the Directors' benefits, the Board has considered the number of scheduled meetings for the Board, Board Committees and general meetings as well as number of Non-Executive Directors involved in the meetings.

Ordinary Resolution 7 - Authority to Allot and Issue Shares

The Ordinary Resolution proposed under Resolution 7 above for the renewal of general mandate in relation to the authorisation for allotment and issuance of shares by the Directors, if passed, will enable the Directors to issue up to 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisition.

As at the date of this Notice, no new share of the Company was issued pursuant to the mandate granted to the Directors at the Eighteenth Annual General Meeting held on 24 July 2020.

Ordinary Resolution 8 - Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions in its ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This will reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The shareholders' mandate is mandated to be subject to renewal on an annual basis.

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 17 May 2021.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Postponement of 19th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data (or its agents) for the purposes of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Postponement of 19th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Postponement of 19th AGM (including any adjournment thereof), and (ii) consents to the collection, use and disclosure of the member's personal data (or its agents) for the purposes of the processing and administration by the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADMINISTRATIVE GUIDE

for the Postponement of Nineteenth Annual General Meeting (“19th AGM”)



Registration No. 200201021504 (589167-W)
(Incorporated in Malaysia)

Day and Date : **Tuesday, 3 August 2021**
Time : **10.00 a.m.**
Broadcast Venue : **Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan**
Meeting Platform : **Online meeting platform via TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia**

1. PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE (“COVID-19”)

- In line with the Government’s directive and Guidance Note issued by Securities Commission Malaysia to curb the spread of COVID-19, the Company will conduct its Postponement of 19th AGM on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) TIIH Online website at <https://tiih.online>.
- The Broadcast Venue of the Postponement of 19th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which required the Chairman of the meeting to be present at the main venue of the meeting. No member(s) or proxy(ies)/corporate representative(s)/attorney(s) shall be physically present or allowed to enter the Broadcast Venue on the day of the meeting.
- We strongly encourage you to attend the Postponement of 19th AGM via the RPV facilities. You may also consider appointing the Chairman of the meeting as your proxy to participate and vote on your behalf at the Postponement of 19th AGM.
- Due to constant evolving COVID-19 situation in Malaysia, the Company may be required to change the arrangements of our Annual General Meeting at short notice. Kindly visit Bursa Malaysia Berhad’s website and Company’s corporate website at www.mgbgroup.com.my for the latest updates on the status of the Postponement of 19th AGM.
- The Company will continue to observe the guidelines issued by all relevant authorities and will take the necessary precautionary measures as advised.

2. RPV FACILITIES

- The RPV facilities are available on Tricor’s TIIH Online website at <https://tiih.online>
- A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) is to attend, participate (including to pose questions in the form of real time submission of typed texts) and vote remotely at the Postponement of 19th AGM using RPV facilities.
- Kindly refer to procedures and requirements for RPV facilities as set out in this Administrative Guide.

3. PROCEDURE FOR RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the Postponement of 19th AGM using the RPV facilities.

Before the Postponement of 19th AGM

PROCEDURE	ACTION
Register as a user with TIIH Online	<ul style="list-style-type: none">• Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance.• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.

PROCEDURE	ACTION
Submit your request to attend Postponement of 19th AGM remotely	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. Wednesday, 30 June 2021 until the day of the Postponement of 19th AGM, Tuesday, 3 August 2021. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the Postponement of 19th AGM to ascertain their eligibility to participate in the Postponement of 19th AGM using the RPV facilities. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) MGB POSTPONEMENT OF 19TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 27 July 2021, the system will send you an e-mail after 10.00 a.m. on 2 August 2021 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval of new user of TIH Online as well as the registration for RPV facilities in order that you can login to TIH Online and participate in the Postponement of 19th AGM remotely).</i></p>

On the day of the Postponement of 19th AGM (3 August 2021)

PROCEDURE	ACTION
Login to TIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the Postponement of 19th AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the Postponement of 19th AGM on Tuesday, 3 August 2021 at 10.00 a.m.
Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) MGB POSTPONEMENT OF 19TH AGM” to engage in the proceedings of the Postponement of 19th AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to the questions submitted by remote participants during the Postponement of 19th AGM. If there is time constraint, the responses will be emailed to you at the earliest possible, after the meeting.
Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Tuesday, 3 August 2021 until a time when the Chairman announces the end of the voting session. Select the corporate event: “(REMOTE VOTING) MGB POSTPONEMENT OF 19TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the Postponement of 19th AGM, the Live Streaming will end.

Note to users of the RPV facilities:

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-4080 5616/ 011-4080 3168/ 011-4080 3169/ 011-4080 3170 or email to tiih.online@my.tricorglobal.com for assistance.

4. ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

- Only members whose name appear of the **General Meeting Record of Depositors as at 27 July 2021** shall be eligible to attend, participate and vote at the Postponement of 19th AGM or appoint a proxy(ies)/corporate representatives(s)/attorney(s) to attend, participate and vote on his/her behalf.

- If you as a member wish to attend, participate and vote at the Postponement of 19th AGM yourself, please do not submit any Proxy Form. You will not be allowed to participate in the Postponement of 19th AGM together with a proxy appointed by you.
- The appointment of a proxy may be made in hard copy form or by electronic form in the following manner not later than **Monday, 2 August 2021 at 10.00 a.m.:**

(i) In hard copy form

(a) By hand or post to the office of the Company's Share Registrar, 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 or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or

(b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com.

(ii) By electronic form

All members can have the option to submit proxy forms electronically via TIIH Online website at <https://tiih.online> and the steps to submit are summarised below:

PROCEDURE	ACTION
Steps for Individual Shareholders	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • After release of the Notice of the Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: "MGB POSTPONEMENT OF 19TH AGM – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your votes. • Review and confirm your proxy(ies) appointment. • Print the Proxy Form for your record.
Steps for Corporation or Institutional Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online website at https://tiih.online. • Under "e-Services", the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified and you will be notified by email within one (1) to two (2) working days. • Proceed to active your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic form submission. Please contact our Share Registrar, Tricor, if you need clarifications on the user registration.)</i></p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online website at https://tiih.online. • Select the corporate exercise name: "MGB POSTPONEMENT OF 19TH AGM – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: "MGB POSTPONEMENT OF 19TH AGM - Submission of Proxy Form". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

5. VOTING AT THE MEETING

- The voting at the Postponement of 19th AGM 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 Tricor as the Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Member(s)/ proxy(ies)/ corporate representative(s)/ attorney(s) can proceed to vote on the resolutions at any time from 10.00 a.m. on Tuesday, 3 August 2021 until a time before the end of voting session which will be announced by the Chairman of the meeting. Kindly refer to “Procedure for RPV Facilities” for guidance on how to vote remotely from TIIH Online.
- Upon completion of the voting session for the Postponement of 19th AGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

6. RESULTS OF THE VOTING

The resolutions proposed and the results of the voting would be announced at the Postponement of 19th AGM and subsequently via an announcement made by the Company through Bursa Malaysia Berhad’s website at www.bursamalaysia.com.

7. PRE-MEETING SUBMISSION OF QUESTION

The Board of Directors of the Company recognises that the Postponement of 19th AGM is a valuable opportunity to engage with the members. In order to enhance the efficiency of the proceedings of the meeting, members may submit questions in advance before the Postponement of 19th AGM via Tricor’s TIIH Online website at <https://tiah.online> by selecting “e-Services” to login, pose questions and submit electronically no later than Monday, 2 August 2021. The Board of Directors will endeavor to address the questions received at the Postponement of 19th AGM.

8. NO DOOR GIFTS OR FOOD VOUCHER

There will be **NO** distribution of door gifts or food vouchers as the Postponement of 19th AGM will be conducted on a fully virtual basis.

9. ENQUIRY

If you have any enquiry prior to the Postponement of 19th AGM, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

Contact Details

General Line	+603 - 2783 9299
Ms Lim Lay Kiow	+603 - 2783 9232 Lay.Kiow.Lim@my.tricorglobal.com
Pn. Zakiah Wardi	+603 - 2783 9287 Zakiah@my.tricorglobal.com
Mr Keith Lim	+603 - 2783 9240 Keith.Lim@my.tricorglobal.com



VALUE DRIVEN INNOVATION

MGB BERHAD

Registration No. 200201021504 (589167-W)
(Incorporated in Malaysia)

REVISED PROXY FORM

NUMBER OF SHARES HELD	CDS ACCOUNT NO.

I/We _____
(Full Name in Block Letters)

NRIC No./Passport No./Company No. _____

of _____

_____ Contact No./Email address _____

being a member/members of **MGB BERHAD** hereby appoint _____

_____ NRIC No./Passport No. _____

of _____

and _____

NRIC No./Passport No. _____

of _____

or failing *him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote and act on my/our behalf at the Postponement of Nineteenth Annual General Meeting ("**Postponement of 19th AGM**") of the Company to be conducted on a fully virtual basis through live streaming and online remote voting from Broadcast Venue at Function Room, Level 5, Plaza Seri Setia, No. 1 Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan via the TIH Online website at <https://tiah.online> on Tuesday, 3 August 2021 at 10.00 a.m. and at any adjournment thereof.

Resolutions	For	Against
Ordinary Resolution 1 Approval of the payment of Directors' Fee and allowance for the financial year ended 31 December 2020		
Ordinary Resolution 2 Approval of the payment of Directors' benefits		
Ordinary Resolution 3 Re-election of Dato' Abdul Majid bin Ahmad Khan		
Ordinary Resolution 4 Re-election of Datuk Wira Lim Hock Guan, JP		
Ordinary Resolution 5 Re-election of Puan Nadhirah binti Abdul Karim		
Ordinary Resolution 6 Re-appointment of Messrs UHY as Auditors of the Company		
Ordinary Resolution 7 Authority to allot and issue shares		
Ordinary Resolution 8 Proposed New Shareholders' Mandate and Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions		

Please indicate with 'X' how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain from voting on any resolutions as he/she/they may think fit.

Signed this _____ day of _____, 2021.

Signature: _____
(If shareholder is a corporation, this form should be executed under seal)

The proportions of my/our holdings to be represented by my/our proxies are as follows:-
First Proxy
No. of Shares: _____
Percentage: _____%
Second Proxy
No. of Shares: _____
Percentage: _____%

NOTES:

- (a) The Postponement of 19th AGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("**RPV**") facilities.
- (b) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.
- (c) No member(s) or proxy(ies)/corporate representative(s)/attorney(s) shall be physically present or allowed to enter the Broadcast Venue on the day of the meeting.
- (d) A member of the Company entitled to attend and vote is entitled to appoint another person as his/her/its proxy to exercise all or any of his/her/its rights to attend, participate (including to pose questions to the Board of Directors ("**Board**") of the Company) and vote in his stead. A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) must register himself/herself via the TIH Online website at <https://tiah.online> to attend, participate and vote remotely via the RPV facilities. Please read these Notes carefully and follow the procedures as set out in the Administrative Guide of the Postponement of 19th AGM ("**Administrative Guide**") which is available from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or Company's corporate website at www.mgbgroup.com.my in order to participate remotely via RPV facilities.
A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) may pose his/her questions via the platform as set out in the Administrative Guide.
- (e) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- (f) Where a member is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with provision of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 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.
- (g) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.

- (h) The appointment of a proxy may be made in hard copy form or by electronic form in the following manner not later than Monday, 2 August 2021 at 10.00 a.m.:
- (i) In hard copy form: -
- (a) By hand or post to the office of the Company's Share Registrar, 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 or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or
- (b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com
- (ii) By electronic form:-
- (a) To submit Proxy Form electronically via TIIH Online at <https://tiih.online>

Please note that:-

- The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of 19th AGM dated 17 May 2021 ("**Original Proxy Form**") and Revised Proxy Form issued together with the Notice of the Postponement of 19th AGM dated 25 May 2021 and 30 June 2021 ("**Revised Proxy Form**"). All Original Proxy Form and Revised Proxy Form deposited at the office of the Company's Share Registrar prior to this Notice shall remain valid and acceptable.
 - If the Company receives both the Original Proxy Form and the Revised Proxy Form from same member, THE LATTER SHALL SUPERSEDE THE FORMER.
 - In the event that the Company does not receive the duly executed Revised Proxy Form on or before Monday, 2 August 2021 at 10.00 a.m, the member who has deposited the Original Proxy Form at the office of the Company's Share Registrar is deemed to have appointed and authorised his/her/its proxy(ies) under the Original Proxy Form to attend, participate and vote remotely at the Postponement of 19th AGM of the Company.
- (i) For the purpose of determining who shall be entitled to participate the Postponement of 19th AGM via RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 27 July 2021. Only members whose name appears on the Record of Depositors as at 27 July 2021 shall be entitled to participate and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- (j) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Postponement of 19th AGM will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the Postponement of 19th AGM dated 30 June 2021.

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STAMP

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.

Registration No. 197101000970 (11324-H)

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Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

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Fold this flap for sealing