

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth ("12th") Annual General Meeting ("AGM") of the Company will be conducted fully virtual via an online meeting platform at <https://bit.ly/2VaNz66> provided by HMC Corporate Services Sdn. Bhd. in Malaysia on 1 September 2021 at 2:00 p.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 Directors' and Auditors' Reports thereon.
(Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees of RM501,600.00 to the Non-Executive Directors for the financial year ended 31 December 2020.
(Resolution 1)
- To re-elect the following Directors, each of whom retires by rotation in accordance with Clause 97.1 of the Constitution of the Company and whom, being eligible, have offered themselves for re-election:
 - Tan Sri Dato' Sri Abi Musa Asa'ri bin Mohamed Nur (Resolution 2)
 - Ms. Anna Maria Margarita Bautista Dy (Resolution 3)
- To re-elect Ms. Divina Yee Lopez who retires by rotation in accordance with Clause 104 of the Constitution of the Company and being eligible, have offered herself for re-election.
(Resolution 4)
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to determine their remuneration.
(Resolution 5)

AS SPECIAL BUSINESS

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

- Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' Fee) to the Directors pursuant to Section 230 of the Companies Act 2016**
(Resolution 6)
"THAT the payment of benefits (excluding Directors' Fee) of up to RM200,000.00 payable to the Directors pursuant to Section 230 of the Companies Act 2016 for the period from 2 September 2021 until the conclusion of the next AGM of the Company to be held in year 2022 be and is hereby approved."
- Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
(Resolution 7)
"THAT subject always to the Companies Act 2016, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Company's Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being.
THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia for the listing of and quotation for the additional shares so issued AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."
- To transact any other business of the Company of which due notices shall be given in accordance with the Constitution of the Company and the Companies Act 2016.

BY ORDER OF THE BOARD

WONG YUO KIM (SSM PC No.: 201908000410) (MAICSA 7018778)

LIEW FU LI (SSM PC No.: 202008001574) (MAICSA 7051052)

Company Secretaries

Kuala Lumpur

29 July 2021

NOTES:

- The Company's 12th AGM will be conducted fully virtual through an online meeting platform. Members are advised to refer to the Administrative Guide which is available on the Company's website at <https://mct.com.my/annual-general-meeting> for the remote participation access and electronic voting at the AGM.
- For the purpose of determining a member who shall be entitled to participate, speak and vote at this 12th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 24 August 2021. Only a depositor whose name appears on the Company's Record of Depositors as at 24 August 2021 shall be regarded as a member and eligible to participate, speak and vote at the Meeting or appoint proxy(ies) to participate and vote on his/her behalf.
- Subject to note 4 below, a member is entitled to participate and vote at a meeting of the Company and is entitled to appoint not more than two (2) proxies to participate and vote in

his stead in respect of each securities account he holds with ordinary shares of the Company standing to the credit of the said securities account.

- 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 appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- A member who is an Authorised Nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositors) Act 1991 which hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
- Personal Data Privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the 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 by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for 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.

EXPLANATORY NOTE 1

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 requires the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon to be laid at the AGM. As such, this agenda item does not require members' approval and hence, is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' Fee) to the Directors pursuant to Section 230 of the Companies Act 2016

The proposed resolution 6 relates to the Directors' benefits payable (excluding Directors' Fee) of up to RM200,000.00 comprising meeting allowances based on the number of scheduled and unscheduled Board or Board Committee Meetings as and when required to be held for the period from 2 September 2021 until the next AGM of the Company including benefits-in-kind and assuming that all Non-Executive Directors will hold office until the conclusion of the next AGM.

Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed resolution 7, if approved, will empower the Directors of the Company, from the date of the 12th AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM of the Company.

This mandate is as renewal of the mandate granted by the members at the last AGM held on 23 September 2020. As at the date of the Notice of AGM, the mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised.

This authority will provide flexibility and to avoid delay and cost in convening general meetings to approve such issuance of shares for fund raising activities, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/or acquisition(s).



BUILDING SUSTAINABLE COMMUNITIES

MCT BERHAD

Company Registration No.: 200901038653 (881786-X)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

**IN RESPECT OF THE TWELFTH ANNUAL GENERAL MEETING (“12TH AGM”)
TO BE HELD VIA AN ONLINE PLATFORM**

DATE: 1 September 2021	TIME: 2:00 p.m.	VENUE: Online meeting platform via https://bit.ly/2VaNzb6
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In accordance with the Securities Commission Malaysia Guidance Note and FAQs dated 16 July 2021 in relation to the Conduct of General Meetings for Listed Issuers, listed issuers are only allowed to conduct fully virtual general meetings during the period.

In a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders participate in the meeting online. Physical meetings or gatherings, irrespective of the number of participants involved are prohibited.

In light of the above, MCT Berhad (“**Company**”) wishes to inform that our 12th AGM will be conducted on a fully virtual basis through an online platform. Members are advised to refer to this Administrative Guide in relation to remote participation access and electronic voting at our 12th AGM.

General Meeting Record of Depositors

1. Only a depositor whose name appears in our Company’s Record of Depositors as at 24 August 2021 shall be regarded as a member and is eligible to participate, speak and vote at our 12th AGM or appoint proxy(ies) to participate and vote on his/her behalf.

Proxy

2. A member entitled to participate and vote remotely at our 12th AGM using the Virtual Meeting Facilities (as defined herein) is entitled to appoint proxy/proxies, to participate and vote instead of him/her. If you are unable to participate in the 12th AGM and wish to appoint a proxy to vote on your behalf, please submit your proxy form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if you are unable to participate in the 12th AGM via the Virtual Meeting Facilities (as defined herein) on 1 September 2021, you can appoint the Chairman of our 12th AGM as your proxy and indicate the voting instructions in the proxy form.
4. The proxy form must be deposited at the Registered Office of our Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan no later than **31 August 2021 at 2:00 p.m.**

Poll Voting

5. The voting at our 12th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Our Company has appointed HMC Corporate Services Sdn Bhd ("**HMC**") as the poll administrator to conduct the poll by way of online voting and Niche & Milestones International Sdn. Bhd. as the Independent Scrutineers ("**Scrutineers**") to verify the poll results.
6. You can proceed to vote on the resolutions and submit your votes at any time from the commencement of our 12th AGM at 2:00 p.m. on 1 September 2021 but before the end of the voting session that will be announced by our Chairman at our 12th AGM. The QR Code for poll voting be displayed upon the commencement of our 12th AGM. Upon completion of the voting session, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration on whether the resolutions are duly passed.

VIRTUAL MEETING FACILITIES

7. We would like to invite you to participate and vote remotely at our 12th AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For corporate shareholders, please register yourself via the registration link provided below and provide the following documents to HMC no later than **31 August 2021 at 2:00 p.m.:**
 - (a) Original certificate of appointment of your Corporate Representative(s) under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and hand-phone number.Upon the receipt of such documents, HMC will respond to your remote participation request.
9. The beneficiaries of the shares under a nominee company's Central Depository System Account ("**Nominee Company Members**") who wish to participate and vote remotely at our 12th AGM using the Virtual Meeting Facilities, may request its nominee company to appoint him/her as proxy. Please submit the duly executed proxy form to HMC no later than **31 August 2021 at 2:00 p.m.** and register yourself via the registration link below.
10. Please refer to the following steps to be taken for participating and voting via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none">• Please click on the following link to register yourself as a Shareholder/Corporate Representative/Nominee Account Member for verification of attendance purpose.• Registration Link: https://bit.ly/2VaNzb6
(b)	CONFIRMATION OF ATTENDANCE	<ul style="list-style-type: none">• Upon verification, the participation link will be sent to your e-mail address before the commencement of the 12th AGM.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none">• You may submit any questions online by scanning the QR Code below or via https://bit.ly/3iDBDXk 

ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> Click on the participation link which was provided to you via e-mail. Should you have any enquiries during the 12th AGM, please submit them by using the Questions and Answers box ("Q&A Box"). The Chairman of the 12th AGM or our Company's representatives will address your questions accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> The QR Code for Online Voting will be displayed in the messaging window ("Chat Box") of the virtual meeting room upon the commencement of the 12th AGM. Voting shall commence from 2:00 p.m., 1 September 2021 until such time when our Chairman announces the closing of the voting session.
(f)	CLOSURE	<ul style="list-style-type: none"> Upon the announcement by our Chairman on the closure of the 12th AGM, the live webcast will end and the Chat Box will be disabled.

ENQUIRY

11. If you have any enquiry or require any assistance before or during the 12th AGM, please contact the following Company's representative during office hours from 9:00 a.m. to 5:00 p.m. (Monday to Friday):

HMC CORPORATE SERVICES SDN BHD

Company Registration No.: 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5,

Bangsar South City,

59200 Kuala Lumpur,

Wilayah Persekutuan.

Tel No.: +603-2241 5800

Mobile No.: +6017-388 3989

Fax No.: +603-2282 5022

Email: office365support@hmc.my

Contact Person: HMC Virtual Meeting Administrator