



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	: Thursday, 14 October 2021
Time	: 10.30 a.m.
Venue	: Fully virtual via online meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657) Malaysia
Mode of Communication	: (1) type text in the Meeting Platform (2) submit questions prior to the EGM by emailing to azam@majuperak.com.my no later than 5.00 p.m. on Monday, 11 October 2021

ORDINARY RESOLUTION 1

PROPOSED LAND SWAP BETWEEN MAJUPERAK ENERGY RESOURCES SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF MAJUPERAK HOLDINGS BERHAD (“MERSB”) AND PERBADANAN KEMAJUAN NEGERI PERAK (“PKNP”) PURSUANT TO THE LAND SWAP AGREEMENT (“PROPOSED LAND SWAP”)

“**THAT** subject to all the requisite approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to MERSB to:-

- (i) dispose 4 plots of land held under Nos. PN 338301 (Lot No. 312363), PN 338309 (Lot No. 312364), PN 338320 (Lot No. 312365), PN 338326 (Lot No. 312366), all of which are within Mukim of Sungai Raya, District of Kinta, State of Perak Darul Ridzuan measuring approximately 758.74 acres in land area for a disposal consideration of RM100.0 million; and
- (ii) acquire 3 plots of land held under Nos. Hakmilik Sementara Daftar 214664 (PT No. 253395), Hakmilik Sementara Daftar 214665 (PT No. 253396), Hakmilik Sementara Daftar 214666 (PT No. 253397), all of which are within Mukim of Hulu Kinta, District of Kinta, State of Perak Darul Ridzuan measuring approximately 470.33 acres in land area for a purchase consideration of RM140.0 million,

upon the terms and conditions as set out in the land swap agreement dated 13 August 2021 entered into between MERSB and PKNP (including any amendment and/or extension thereof as mutually agreed upon) in relation to the Proposed Land Swap.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Land Swap with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Land Swap or as the Board may deem necessary or expedient; and deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Land Swap, in the interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“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 Section 2.1 of Part C of the circular to shareholders dated 29 September 2021 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 14 October 2021 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 Part C of the circular to shareholders dated 29 September 2021 of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders’ Mandate during the financial year and in the said circular to shareholders dated 29 September 2021 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.”

**BY ORDER OF THE BOARD
MAJUPERAK HOLDINGS BERHAD**

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

Company Secretary
Ipoh, Perak Darul Ridzuan, Malaysia

Dated: 29 September 2021

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as at 7 October 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. 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.
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.
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.
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.
5. The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, Ground Floor or 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 or fax (603)78904670 before the Proxy Form 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://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically, also forty-eight (48) hours before the meeting.
6. Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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.



MAJUPERAK HOLDINGS BERHAD

[200201017726 (585389-X)]

29 September 2021

Dear Valued Shareholders of Majuperak Holdings Berhad (“MHB” or “the Company”),

It is our pleasure to invite you to the Extraordinary General Meeting (“EGM”) of the Company which will be held as **FULLY VIRTUAL** as detailed below:

Date : Thursday, 14 October 2021

Time : 10.30 a.m.

Venue : Online Meeting Platform:

<https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC –
D6A357657)
Malaysia

Provided by Boardroom Share Registrars Sdn Bhd



In light of the Government of Malaysia’s pronouncement of the Movement Control Order, aimed at curbing the spread of COVID-19, and having regard to the well-being and the safety of our Shareholders, our Company will conduct its EGM on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities via online meeting platform provided by Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my> (“Online Meeting Platform”).

We strongly encourage you to participate in our fully virtual EGM by registering online with Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> latest by Tuesday, 12 October 2021 at 10.30 a.m. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV facilities.

The following documents are available online at our website and can be accessed at www.majuperak.com.my or you could scan the above QR code for viewing and/or downloading:

1. Notice of EGM
2. Proxy Form
3. Administrative Guide for EGM
4. Circular to Shareholders in relation to the
 - **PART A:** Proposed Land Swap between Majuperak Energy Resources Sdn. Bhd., a wholly-owned subsidiary of Majuperak Holdings Berhad and Perbadanan Kemajuan Negeri Perak pursuant to the Land Swap Agreement (“Proposed Land Swap”)
 - **PART B:** Independent Advice Letter from Thinkat Advisory Sdn Bhd in relation to the Proposed Land Swap
 - **PART C:** Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Aras 1, Bazar Ipoh, Jalan Sultan Nazrin Shah, 31350 Ipoh, Perak.

Tel: 05-2262888 Fax: 05-2262889

www.majuperak.com.my



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Should you require any assistance on the above, kindly contact our Share Registrar, Boardroom Share Registrars Sdn Bhd at 03-7890 4700 or e-mail to bsr.helpdesk@boardroomlimited.com.

Thank you for supporting us on the journey to help the environment by reducing paper consumption.

We look forward to connecting with you the Online Meeting Platform on the day of the EGM.

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

Yours faithfully,

Datuk Redza Rafiq Bin Abdul Razak
Executive Chairman