



MHC PLANTATIONS BHD
Registration No. 196001000393 (4060-V)
(Incorporated in Malaysia)

**REVISED NOTICE OF
THE SIXTY-FIRST (61ST) ANNUAL GENERAL MEETING (“AGM”)**

NOTICE IS HEREBY GIVEN that the Sixty-First (61st) Annual General Meeting (“AGM”) of MHC Plantations Bhd (“MHC” or the “Company”) will be conducted **physically** for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice:

Date	: Friday, 22 October, 2021
Time	: 11.30 a.m.
Venue	: Kompleks Pejabat Behrang 2020 Jalan Persekutuan 1 35900 Tanjung Malim Perak Darul Ridzuan

AS ORDINARY BUSINESS:

**ORDINARY
RESOLUTION NO.**

- | | Please refer
to Note 1 |
|---|-----------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2020, together with the Directors’ and Auditors’ Reports thereon. | |
| 2. To approve the payment of Directors’ benefits payable to Non-Executive Directors up to RM162,000 from 61st AGM until the next AGM of the Company. | 1 |
| 3. To re-elect the following Directors retiring in accordance with the Company’s Constitution: | |
| 3.1 Puan Wan Salmah Binti Wan Abdullah | 2 |
| 3.2 Mr. Heng Beng Fatt | 3 |
| 4. To re-appoint Messrs PKF as Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration. | 4 |

As **SPECIAL BUSINESS**, to consider and, if thought fit, with or without any modification to pass the following resolutions:

- | | |
|--|----------|
| 5. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS UNTIL THE NEXT AGM IN ACCORDANCE WITH THE MALAYSIAN CODE OF CORPORATE GOVERNANCE (“MCCG”) | |
| 5.1 That Mr. Chan Kam Leong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company. | 5 |
| 5.2 That subject to her re-election as a Director of the Company under Ordinary Resolution 2, Puan Wan Salmah Binti Wan Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than <u>twelve (12) years</u> to continue to act as an Independent Non-Executive Director of the Company. | 6 |



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

7

“THAT pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of issue, subject always to the Constitution of the Company and approval for the listing of and quotation for the additional Shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant bodies where such approval is necessary.”

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

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as at **14 October 2021** shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

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

Chartered Secretary

Ipoh, Perak Darul Ridzuan, Malaysia
8 October 2021

Notes:

1. PROXY

A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. A proxy must be 18 years and above and need not be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

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.

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.



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The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting either by hand, post, courier or electronic mail to bsr.helpdesk@boardroomlimited.com or fax (603)78904670 before the Form of Proxy lodgement cut-off time as mentioned above, otherwise the instrument of proxy should not be treated as valid.

For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

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

3. DIRECTORS' BENEFITS TO NON-EXECUTIVE DIRECTORS

Section 230(1) of the Companies Act, 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for this payment in Ordinary Resolution 1 for Payment of Directors' benefits to Non-Executive Directors from 61st AGM until the next AGM of the Company.

The Directors' benefits payable to the Non-Executive Directors from 61st AGM until the next AGM of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

The Company had, during its Sixtieth (60th) AGM held on 23 July 2020, obtained its shareholders' approval for the mandate on the payments of Directors' Benefits to Non-Executive Directors of RM162,000 ("Mandate"). Actual mandate utilisation as at the date of the Notice of 61st AGM has exceeded by RM10,500 equivalent to 6.5% above the mandate due to the postponement of the 61st AGM of the Company from 31 May 2021 to 22 October 2021.

4. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Practice 4.2 of the MCGG provides that shareholders' approval be sought in the event that the Company intends for an Independent Director who has served in the capacity for more than nine (9) years, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Mr. Chan Kam Leong and Puan Wan Salmah Binti Wan Abdullah who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years to continue to act as Independent Non-Executive Directors of the Company.

The Board through the Nominating Committee had assessed and endorsed that Mr. Chan Kam Leong and Puan Wan Salmah Binti Wan Abdullah be retained as Independent Non-Executive Directors of the Company as they have continued to display high level of integrity and are objective in their judgement and decision-making in the best interest of the Company, shareholders and stakeholders and are able to express unbiased views without any influence. The detailed justifications are as set out in the Corporate Governance Overview Statement.

Pursuant to the MCGG, the Company would use two-tier voting process in seeking shareholders' approval to retain Mr. Chan Kam Leong and Puan Wan Salmah Binti Wan Abdullah.



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5. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016

The Company had, during its Sixtieth (60th) AGM held on 23 July 2020, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Companies Act, 2016. The mandate, if passed, will empower the Directors from the date of the above AGM until the next AGM, to allot and issue up to a maximum of 10% of the total number of issued shares of the Company at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority will unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

This authority 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 investment project(s), working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

ANNUAL REPORT 2020, CORPORATE GOVERNANCE REPORT 2020

The Annual Report 2020 and Corporate Governance Report 2020 may be downloaded at www.mhc.com.my



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No. of Shares Held	
CDS Account No.	
Telephone No.	

Revised Form of Proxy

I/We, _____ NRIC No./Company No. _____
(Name of Shareholder as per NRIC)

of _____ (Full Address)

being a member of MHC Plantations Bhd hereby appoint the following person(s):

	Name of Proxy & NRIC No.	Email Address	No. of Shares	Percentage %
Proxy 1				
Proxy 2				
	Total			

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Sixty-First (61st) Annual General Meeting ("61st AGM" and/or "AGM") of the Company to be held on Friday, 22 October 2021 at 11.30 a.m. and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Ordinary Business	Resolution	For	Against
Approval for the payment of Directors' benefits	1		
Re-election of Puan Wan Salmah Binti Wan Abdullah	2		
Re-election of Mr. Heng Beng Fatt	3		
Re-appointment of Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration	4		
Special Business			
Approval for the continuation in office of Mr. Chan Kam Leong as an Independent Non-Executive Director	5		
Approval for the continuation in office of Puan Wan Salmah Binti Wan Abdullah as an Independent Non-Executive Director	6		
Authority under Section 76 of the Companies Act, 2016 for the Directors to allot and issue shares.	7		

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

Date:

Signature of Shareholder

NOTES:

- Only members whose names appear on the Record of Depositors as at 14 October 2021 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
- A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. A proxy must be 18 years and above and need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company, Boardroom Share Registrars Sdn. Bhd, at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the holding of the meeting or adjourned Meeting either by hand, post, courier or electronic mail to bsr.helpdesk@boardroomlimited.com or fax (603) 78904670 before the Form of Proxy lodgement cut-off time as mentioned above, otherwise the instrument of proxy should not be treated as valid
- For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.
- Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.
- Additional Notes:**
 - The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of the 61st AGM dated 30 April 2021.
 - If the Company receives both the original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
 - In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM AT THE REGISTERED OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTION AS THE PROXY DEEMS FIT.**

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80 SEN STAMP
(within Malaysia)



The Share Registrar

MHC Plantations Bhd [196001000393 (4060-V)]

11TH FLOOR, MENARA SYMPHONY
NO. 5, JALAN PROF. KHOO KAY KIM
SEKSYEN 13
46200 PETALING JAYA
SELANGOR DARUL EHSAN
MALAYSIA

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**AMENDED ADMINISTRATIVE GUIDE FOR THE
SIXTY-FIRST (61ST) ANNUAL GENERAL MEETING (“AGM”)**

**Dear Shareholders
Greeting from MHC Plantations Bhd**

In view of the evolving development of COVID-19 situation in Malaysia, shareholders are encouraged to visit the Company’s website and Bursa’s website from time to time for any changes or updated information on the Company’s Annual General Meeting.

Details and Procedures of 61st AGM

Date	Time	Venue
Friday, 22 October 2021	11.30 a.m.	Kompleks Pejabat Behrang 2020, Jalan Persekutuan 1, 35900 Tanjung Malim, Perak, Malaysia

1. The 61st AGM will be a physical annual general meeting.
2. As the Covid-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be required or recommended by the relevant authorities from time to time.
3. The Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company’s website for any updates.
4. Shareholders who are above 60 years old are strongly encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote on behalf.

Precautions and Preventive Measures in view of COVID-19

1. The Company takes the well-being of all stakeholders seriously and therefore precautionary measures will be taken at the 61st AGM in order to minimise the risk of community spread of Covid-19.
2. The Company reserves the right to limit the number of physical attendees including invited guests to 30. Hence, the total members present in person or by proxy or attorney or authorised representative shall preferably be limited to 20, on first come first serve basis, after taking into consideration of the attendance of the Directors, Company Secretary, Poll Administrator, Scrutineer and Auditors.



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Amended Administrative Guide for the 61st Annual General Meeting (cont'd)

3. As a precautionary measure, members, their appointed proxies or representatives (“Attendees”) are **NOT ALLOWED** to attend the Meeting if:-
 - (a) they are not fully vaccinated (as defined by Majlis Keselamatan Negara); or
 - (b) they are unwell with sore throat, flu, cough, fever, diarrhea and/or shortness of breath;
or
 - (c) they have travel history to high-risk countries affected by Covid-19 in the past 14 days;
or
 - (d) they have been in contact with a person who is confirmed with Covid-19 infection in the past 14 days.
4. Attendees are required to undergo a Covid-19 test on the spot using a self-testing kit which will be provided by the Company. Alternatively, the Attendees may undergo a PT-PCR or RTK swab test at any health facility within 48 hours before the Meeting date at their own cost. The negative test results have to be presented at the registration counter.
5. The Attendees are required to show their fully vaccinated status through their MySejahtera App and undergo a temperature screening. The Company requires all Attendees to sanitise their hands before entering the Meeting venue and adhere to social distancing rules of at least one (1) meter between each Attendee and a face mask must be worn at all times throughout the AGM. Attendees are advised to arrive at the Meeting venue early given that the above measures may cause a delay in the registration process.
6. The Company seeks the understanding and cooperation of all Attendees for the above precautionary measures.

Entitlement to Participate in the AGM

Only members whose names appear on the Record of Depositors as at 14 October 2021 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead. A proxy must be 18 years and above and need not be a member of the Company.

No Lunch, Refreshment nor Door Gift

There will be **no** lunch, refreshment nor door-gift provided for this year’s AGM.

Pre-Registration to attend the 61st AGM

Members and/or proxy holders who wish to attend the Company’s 61st AGM in person are required to pre-register to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the Meeting participants.



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Amended Administrative Guide for the 61st Annual General Meeting (cont'd)

Please adhere to the following procedures to pre-register your physical attendance at the 61st AGM via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not later than Wednesday, 20 October 2021 at 11.30 a.m.:

Step	Action
Note	<p>Only a depositor whose name appears on the Record of Depositors as at 14 October 2021 shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 61st AGM.</p> <p>If you have already signed up with Boardroom Smart Investor Portal, you may proceed to Step 2.</p>
1	<p>(a) Access Boardroom Smart Investor Portal at https://investor.boardroomlimited.com,</p> <p>(b) Click <<Login>> and click <<Register>> to sign up as a user.</p> <p>(c) Complete registration and upload softcopy of MyKAD or Passport (front and back in JPG, PNG or PDF format).</p> <p>(d) Please enter a valid email address and wait for Boardroom's email verification.</p> <p>(e) Your registration will be verified and approved within (1) one business day and an email notification will be provided.</p>
2	<p>(a) Log in to https://investor.boardroomlimited.com,</p> <p>(b) At left-menu, click on <<PRE-REGISTRATION>></p> <p>(c) Look for "MHC PLANTATIONS AGM", click <<Register>></p> <p>(d) Read and agree to the terms and conditions, click <<Next>></p> <p>(e) Key in your CDS Account Number, click <<Submit>></p> <p>(f) You will receive notification from Boardroom that your request(s) has been received.</p>
3	<p>Upon system verification against the General Meeting Record of Depositors as at 14 October 2021, you will receive an email either approving or rejecting your pre-registration.</p>

Registration during 61th AGM

1. Registration will start at 10.30 a.m. on Friday, 22 October 2021.
2. Please present your original MyKAD or Passport to the registration staff at the registration counter for verification against the pre-registration attendance list. for verification.



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Amended Administrative Guide for the 61st Annual General Meeting (cont'd)

3. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
4. After registration, a polling slip will be issued to the respective shareholders. For electronic polling, shareholders will be given a wristband. Shareholders are required to put on for voting purpose later.
5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
6. The registration counter will handle only verification of identity and registration.
7. ALL Attendees are also required to observe social distancing rule.
8. Please vacate the registration area immediately after registration.

Proxy

1. A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him. If you are unable to attend the Meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions printed therein.
2. You may submit your Proxy Form to the office of the Share Registrar of our Company, Boardroom Share Registrar Sdn. Bhd. by email to bsr.helpdesk@boardroomlimited.com or fax +603-7890 4670. We do not acknowledge receipt of the Form(s) of Proxy.
3. If you wish to attend the Meeting yourself, please do not submit any Proxy Form. You will not be allowed to attend the Meeting together with a proxy appointed by you.
4. If you have submitted your Proxy Form prior to the Meeting and subsequently decided to attend the Meeting yourself, please proceed to the Help Desk at the registration counter to revoke the appointment of your proxy.

Poll Voting

1. In accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 61st AGM will be conducted by poll rather than show of hand. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
2. Upon completion of the voting session for the 61st AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.



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Amended Administrative Guide for the 61st Annual General Meeting (cont'd)

Annual Report 2020

1. The Company's Annual Report 2020, Revised Notice of the 61st AGM, Revised Proxy Form and Amended Administrative Guide are available on the following websites:
 - (a) <https://www.bursamalaysia.com>
 - (b) <https://www.mhc.com.my>
2. If you wish to request for a printed copy of the Annual Report 2020, please complete and send the Request Form that can be downloaded from the Company's website at <https://www.mhc.com.my> and email the same to the Share Registrar.
3. Kindly think of the environment before you decide to print the Annual Report 2020. We would appreciate your support by going paperless as part of the Company "Go Green" initiative to help protect the environment for current and future generations.

Enquiry

1. If you have any query prior to the Meeting, please contact the following officers during office hours:

Boardroom Share Registrar Sdn. Bhd. Registration No. 199601006647 (378993-D) 11 th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia	Tel No.	+603-7890 4700
	Fax No.	+603-7890 4670
	Email Add	lbnu.Suffian@boardroomlimited.com
	Contact Person: ENCIK IBNU SUFFIAN BIN MAS'ON	

The Company and its subsidiary companies, their officers and employees shall have no liability whatsoever to any and all shareholders, their proxies, corporate representatives and/or any other party arising out of or in connection of any infection or suspicion of any infection from Covid-19 and/or suffering any losses arising out of or in connection with attendance at the Company's AGM and/or measures are undertaken by the Company in the Company's sole discretion in response to the Covid-19 pandemic.