

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-First Annual General Meeting of Muda Holdings Berhad (“the Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via online meeting platform at <https://agm.digerati.com.my/muda-online> on Tuesday, 28 June 2022 at 11.00 a.m. for the purpose of and if thought fit, passing with or without modification(s) the following resolutions as set out in this notice.

AGENDA

As Ordinary Business

1. To lay before the Meeting the Audited Financial Statements for financial year ended 31 December 2021 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of a First and Final Single Tier Dividend of 5.0 sen per share for the financial year ended 31 December 2021. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees of RM480,000.00 to Directors of the Company in respect of financial year ended 31 December 2021. **Ordinary Resolution 2**
4. To approve the payment of benefits to Non-Executive Directors of the Company of up to an amount of RM1,540,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 3**
5. To re-elect the following Directors retiring in accordance with Article 81 of the Company’s Constitution.
(a) Datuk Wira Lim Chiun Cheong **Ordinary Resolution 4**
(b) Mr Wong Choong Yee **Ordinary Resolution 5**
6. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

7. To consider and if thought fit, to pass the following Ordinary Resolution:

Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016

“That pursuant to Section 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, PROVIDED ALWAYS that the number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilized until 31 December 2022 as empowered by Bursa Malaysia Securities Berhad (“Bursa Securities”) pursuant to Bursa Malaysia Berhad’s (“Bursa Malaysia”) letter dated 23 December 2021 to grant an extension for the additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

Ordinary Resolution 7

8. To consider and if thought fit, to pass the following Ordinary Resolution:

Retention as an Independent Non-Executive Director

“That Datuk Nik Ibrahim Bin Nik Abdullah be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next Annual General Meeting.”

Ordinary Resolution 8

9. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

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NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the First and Final Single Tier Dividend of 5.0 sen per share in respect of financial year ended 31 December 2021, if approved at the Fifty-First Annual General Meeting, will be payable on **Friday, 15 July 2022** to depositors and shareholders listed in the Record of Depositors and Register of Members on 30 June 2022.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred to depositor's securities account before 4.00 p.m. on 30 June 2022 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Goh Ching Yee (MAICSA 0760803) (SSM PC No. 202008002492)

Lam Yoke Teng (MAICSA 7052983) (SSM PC No. 202008001921)

Company Secretaries

29 April 2022

Petaling Jaya

Notes:-

Fully Virtual Fifty-First Annual General Meeting ("51st AGM")

1. The 51st AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via online meeting platform at <https://agm.digerati.com.my/muda-online>. Please refer to the Administrative Guide for the 51st AGM available on the Company's website at www.muda.com.my for the procedures to register, participate and vote remotely via the Remote Participation and Voting (RPV) facilities.
2. The Securities Commission Malaysia had on 16 July 2021 revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ") to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. According to the Revised Guidance Note and FAQ, an online platform can be recognized as the meeting venue or place under Section 327(2) of the Companies Act, 2016 provided that the online platform is located in Malaysia.

Appointment of Proxy

3. A member entitled to attend, speak and vote at the above virtual meeting via the RPV facilities may appoint a proxy or proxies (but not more than two) to attend, speak and vote on his/her behalf and such proxy need not be a member or members of the Company.
4. Where there are two proxies appointed, the number of shares to be represented by each proxy must be stated.
5. In the case of a corporation, the Proxy Form must be executed under seal or under the hand of its officer or its attorney duly appointed.
6. Where a member of the Company is an Exempt Authorised Nominee 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. Each appointment of proxy by an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify the proportion of shareholding to be represented by each proxy.
7. Duly completed Proxy Form must either be:
 - deposited at the Registered Office at Lot 7, Jalan 51A/241, 46100 Petaling Jaya, Selangor Darul Ehsan;
 - or
 - be electronically deposited at <https://agm.digerati.com.my/muda-online>

not less than 48 hours before the time for holding the 51st AGM.

Members Entitled to Attend the AGM

8. For the purpose of determining a member who shall be entitled to attend the 51st AGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 56 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 Wednesday, 22 June 2022. Only a depositor whose name appears on the **Register of Depositors** as at **Wednesday, 22 June 2022** shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES

A. Item 1 of Agenda on Audited Financial Statements for the Financial Year Ended 31 December 2021

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

B. First and Final Single Tier Dividend

Pursuant to Section 131 of the Companies Act, 2016, a company may only make distribution to the shareholders out of profits of the company available if the company is solvent. The Board of Directors has on 24 February 2022 considered the amount of dividend and decided to recommend the same for shareholders' approval.

The Directors are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 15 July 2022 in accordance with the requirements under Section 132(2) and (3) of the Companies Act, 2016.

C. Payment of Directors' Fees and Benefits to Non-Executive Directors

Section 230(1) of the Companies Act, 2016 provides, inter alia, that "the fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. The Company is seeking shareholders' approval for:

- (a) Payment of Directors' fees of RM480,000.00 to eight Directors of the Company pursuant to Ordinary Resolution 2; and
- (b) Benefits payable to Non-Executive Directors of the Company of up to an amount of RM1,540,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company pursuant to Ordinary Resolution 3.

D. Re-election of Directors who retire under Article 81 of the Company's Constitution

Article 81 of the Company's Constitution provides that at each Annual General Meeting, one-third of the Directors for the time being or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office so that all Directors shall retire from office at least once in every 3 years.

Datuk Wira Lim Chiun Cheong and Mr Wong Choong Yee retire under Article 81 of the Company's Constitution at the 51st AGM of the Company and have offered themselves for re-election at the 51st AGM of the Company.

E. Ordinary Resolution 7 – Proposed Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 7 is for the purpose of renewing the general mandate for issuance of shares by the Company under Section 75 and Section 76 of the Companies Act 2016. The Ordinary Resolution 7, if passed, will give Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being to be utilized until 31 December 2022, after that, the 10% limit under Paragraph 6.03 of Main Market Listing Requirements ("MMLR") of Bursa Securities will be reinstated (hereinafter referred to as "the General Mandate").

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Malaysia's letter dated 23 December 2021 allowed a listed issue to seek a higher general mandate under Paragraph 6.03 of MMLR of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time or meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 29 June 2021 and this authority shall lapse at the conclusion of the 51st AGM of the Company

F. Ordinary Resolution 8 - Proposed Retention of an Independent Non-Executive Director

The Board of Directors of the Company has through the Nomination Committee conducted an assessment of the independence of Datuk Nik Ibrahim Bin Nik Abdullah who has served as an Independent Non-Executive Director for a cumulative term of more than twelve years. The Proposed Ordinary Resolution 8 is to seek shareholders' approval through a two-tier voting process and, if passed, will enable him to be retained and continue to act as an Independent Non-Executive Director of the Company to fulfill the requirements of Paragraph 15.02 of MMLR of Bursa Securities and to be in line with the practice of the Malaysian Code on Corporate Governance.

Being a director for more than twelve years has enabled Datuk Nik Ibrahim Bin Nik Abdullah to contribute positively during deliberations/discussions at meetings as he is familiar with the operations of the Group and has good and thorough understanding of the main drivers of the business of the Group in a detailed manner. He has contributed sufficient time and exercised due care during his tenure as an Independent Non-Executive Director and has discharged his professional duties in good faith and also in the best interest of the Company and shareholders. He has the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner and has never compromised on his independent judgement.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Further details of Directors who are standing for re-election as Directors

The profiles of the Directors who are standing for re-election at the 51st AGM are set out in the Board of Directors' Profile on pages 12 to 14 of the Annual Report. Their shareholdings in the Company are set out in the section entitled "Analysis of Shareholdings" on page 116 of the Annual Report.

No individual other than the retiring Directors are seeking election as a Director at the 51st AGM.