

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of MPHB Capital Berhad ("MPHB" or "the Company") will be held as a virtual meeting from the Broadcast Venue at 35" Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur on Wednesday, 27 July 2022 at 10.00 a.m. for the purposes of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY MULTI-PURPOSE CAPITAL HOLDINGS BERHAD ("MPCHB"), WHOLLY-OWNED SUBSIDIARY OF MPHB, OF ITS REMAINING 51% EQUITY INTEREST MPI GENERALI INSURANS BERHAD ("MPI GENERALI") TO GENERALI ASIA N.V. ("GENERA ASIA") FOR A CASH CONSIDERATION OF RM485.00 MILLION, SUBJECT TO ADJUSTMENT ("PROPOSED DISPOSAL")

"THAT, subject to the fulfilment of all other conditions precedent under the conditional Share Purchase Agreement dated 18 May 2022 ("SPA") between MPCHB and Generali Asia in relation to the Proposed Disposal, and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the MPCHB to dispose its ramaining 51% equity interest in MPI Generali to Generali Asia for a total cash consideration of RM485.00 million, subject to adjustments in accordance with the terms of the SPA.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Disposal, and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Disposal."

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION AND REPAYMENT OF RM286.00 MILLION OF THE PROCEEDS FROM THE PROPOSED DISPOSAL TO ENTITLED SHAREHOLDERS OF MPHB CAPITAL BERHAD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED CAPITAL REDUCTION AND REPAYMENT")

"THAT subject to and conditional upon the passing of Ordinary Resolution 1 above and confirmation by the High Court of Malaya pursuant to Section 116 of the Companies Act 2016 ("Act"), the Board of Directors ("Board") be and is hereby given the authority and approval to reduce the share capital of MPHB Capital Berhad ("MPHB" or "Company") via the cancellation of the issued share capital from RM1,011,091,000 divided into 715,000,000 ordinary shares to RM725,091,000 divided into 715,000,000 ordinary shares, and that the credit of RM286.00 million arising from such share capital reduction be used to repay and return to the shareholders of the Company whose names appear in the Register of Depositors on the entitlement date (which will be determined and announced by the Board later) ("Entitled Shareholders") on the basis of RM0.40 for every one (1) share in MPHB held by the Entitled Shareholders.

AND THAT pursuant to the afferessid capital reduction and repayment, the Board be and is hereby

AND THAT pursuant to the aforesaid capital reduction and repayment, the Board be and is hereby authorised to:

- (a) file an application to seek the confirmation from the High Court of Malaya for the reduction of share capital under Section 116 of the Act;
- lodge a copy of the order of the High Court of Malaya granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies pursuant to Section 116(6) of the Act on such date as the Board may determine;
- effect the return of capital of RM286.00 million to the Entitled Shareholders on such date as the Board may determine; and
- approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction and Repayment in the best interest of the Company with full power to assent to any conditions variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board." (d)

By Order of the Board NG SOOK YEE (SSM PC No. 201908002432) (MAICSA 7020643) Company Secretary

Kuala Lumpur 28 June 2022

- June 2022

 See Members are entitled to attend, participate and vote remotely at the EGM using the Remote Participation and Voting Facilities ("IPPV") provided by Metra Management Sdn Bhd ("Metra Management") via its e-portal at www.metramanagement.com.my. Please refer to the Administrative Guide for EGM, which can be downloaded from our Company's website at Intto://www.membhoap.com.my/GeneralMeetingDoc.asp. for the procedures to register, participate and vote remotely via the BPV at the EGM.

 The Broadcast Venue of the EGM is strictly for the purpose of complying with Saction 337(2) of the Companies Act, 2016, which requires the Chairman of the neeting to be at the main venue of the meeting, Members/proxies from the public are not allowed to attend the EGM in person at the Broadcast Venue on the date of the EGM.

 Members may submit their questions to the Board of Directors ("Board") before the EGM via emails to EGM2022@mphbcap.com.my not later than 5.00 p.m. on 26 July 2022. Members may also use the QGA Platform to SUMP of the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 July 2022. Only a member whose name appear on his Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, a practicipate and vote for and on his/lis behalf.

 A member entitled to attend, participate and vote at the EGM of the Company, shall be entitled to appoint a proxy to attend, articipate and vote for and on his/lis behalf.

 A member entitled to attend, participate and vote at the EGM and proxy proxy proxy proprieted to attend, participate and vote at the EGM shall have the same rights as the member to attend, participate and vote a member of the Company, shall be deemed to confer authority to demand or join in demanding a poll.

 A member of the Company, other than an exempt authorised nominee, may appoint not more than two (2) proxies to attend, participate and vote in the EGM and upon appointment of a proxy shall be deemed to

- - Office*).

 (i) By electronic means via_email The proxy form must be received by the Share Registrar via email at corporate@mweh.com.my.

 By electronic means via_online The proxy appointment must be made electronically via Metra Management's website at www.metramanagement.com.my. Kindly refer to the Procedure for Electronic Submission of Proxy Form in the Administrative Guide for EGM.

 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the properties of the one of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirement in the relevant jurisdiction in which it is executed.

 For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Registered Office of the Company not less than 48 hours before the time appointed for holding the EGM. The certificate of appointment should be executed in the following manner:

 (a) if the corporate member has a common seal, the certificate of appointment should be executed with the constitution of the corporate member.

 (b) if the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member.

 (ii) at least two authorised officers of whom one shall be a director; or

 (iii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

 Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poil.

 There will be no distribution of door gifts or e-vouchers during the EGM.



MPHB CAPITAL BERHAD

Registration No.: 201201025763 (1010253-W) (Incorporated in Malaysia)

Dear Valued Shareholders of MPHB Capital Berhad ("MPHB" or the "Company"),

We are pleased to invite you to the Extraordinary General Meeting ("EGM") of the Company, which will be conducted virtually through live streaming using Remote Participation and Voting Facilities ("RPV") provided by Metra Management Sdn Bhd ("Metra Management"), details as below:

Date : Wednesday, 27 July 2022

Time : 10.00 a.m.

Broadcast Venue : 35th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala

Lumpur

Meeting Platform : www.metramanagement.com.my

Shareholders of MPHB shall register their attendance for the EGM remotely by using the RPV provided by Metra Management via online at www.metramanagement.com.my. Please follow the procedures for RPV as set out in the Administrative Guide for EGM.

The following documents of the Company are available at http://www.mphbcap.com.my/GeneralMeetingDoc.asp

- 1. Circular to Shareholders;
- 2. Notice of EGM:
- 3. Proxy Form; and
- Administrative Guide for EGM.

In our effort of going green and preserving the environment, we urge the shareholders of MPHB to refer to the soft copy of the documents. However, should you require a printed copy of the Circular to Shareholders, kindly request via Metra Management's website at www.metramanagement.com.my by selecting "Request for Circular" under the "Investor Services" and key in "MPHB Capital Berhad", and then complete and submit the online request form. A printed copy of the Circular will be posted as soon as reasonably practicable from the date of receipt of your request.

If you wish to appoint a proxy to attend and vote on your behalf at the EGM, you may deposit your proxy form at the Company's registered office at 39th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur or alternatively, to submit the proxy form electronically via email to corporate@mweh.com.my or via Metra Management's website at www.metramanagement.com.my not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. Please refer to the Administrative Guide for EGM for further information on electronic lodgement of proxy form.

Should you require any assistance on the above, kindly contact our Share Registrar, Metra Management at +603-26983232 or via email at corporate@mweh.com.my.

We thank you for your continued support.

Yours faithfully, For and on behalf of the Board of Directors of MPHB CAPITAL BERHAD

Ivevei Upatkoon

Executive Director

Date: 28 June 2022



MPHB CAPITAL BERHAD

Registration No. 201201025763 (1010253-W)

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING

Meeting : Extraordinary General Meeting ("EGM")

Date : Wednesday, 27 July 2022

Time : 10.00 a.m.

Meeting Platform : <u>www.metramanagement.com.my</u>

Broadcast Venue : Meeting Room, 35th Floor, Menara Multi-Purpose, Capital Square, No. 8,

Jalan Munshi Abdullah, 50100 Kuala Lumpur

VIRTUAL MEETING

Our EGM on 27 July 2022 will be held on a virtual basis from the Broadcast Venue through live streaming using the Remote Participation and Voting Facilities ("RPV Facilities"), which is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (as revised and amended from time to time).

The Broadcast Venue, which is the main venue of the EGM, 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 on the day of the EGM.

No **members/proxies/corporate representatives/attorneys** from the public will be allowed to be physically present at the Broadcast Venue on the day of the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants at the EGM. Hence, participants are to ensure that internet connectivity throughout the duration of the meeting is maintained.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

- 1. Please note that the RPV Facilities are available to:
 - (i) Individual members;
 - (ii) Proxy holders;
 - (iii) Corporate shareholders;
 - (iv) Authorised Nominees; and
 - (v) Exempt Authorised
 - Nominees
- 2. Participants are entitled to attend, speak (in the form of real-time submission of typed texts) and vote remotely (collectively, "participate") at the EGM using the RPV Facilities provided by Metra Management Sdn Bhd ("Metra Management") via its website www.metramanagement.com.my ("Metra Portal").

("Participant(s)")

 Participants may submit their questions, if any, to the Board of Directors ("Board") before the EGM via emails to EGM2022@mphbcap.com.my not later than 5.00 p.m. on 26 July 2022. Participants may also use the Q&A Platform to submit questions to the Board via the RPV Facilities during live streaming. If there is time constraint in answering the questions during the EGM, the answers will be emailed to the Participants at the earliest possible time after the meeting has ended.

4. Members/proxies/corporate representatives/attorneys who wish to participate in the EGM remotely using the RPV Facilities, are to read and follow the procedures below:-

	Procedure	Action	
	Before the day of the EGM		
(i)	Register as a user Note: If you are already a user with Metra Management, you are not required to register again.	 Access the Metra Portal at www.metramanagement.com.my Click <login> followed by <register new="" user=""> to sign up as a user.</register></login> Complete the registration by filling up the information required and upload a clear copy of your MyKAD (front and back) or Passport. Read and agree to the terms and conditions and thereafter, submit your request. Please enter a valid email address in order for you to receive the verification email from Metra Management. Your registration will be verified and approved by Metra Management. Once approved, an email notification will be sent to you. 	
On the day of EGM			
(ii)	Login to www.metramanagement.com.my	 Login with your user ID and password for remote participation at the EGM at any time from 9.30 a.m. i.e. 30 minutes before the commencement of EGM on Wednesday, 27 July 2022 at 10.00 a.m. If you have forgotten your password, you can reset it by clicking "Forget Password". 	
(iii)	Participate through Live Streaming	 Select the "Virtual Meeting" from main menu. Click the "Join Meeting" to join the live video streaming. If you have any question(s) during the EGM, you may use the Q&A platform in Zoom Cloud Meetings App to submit your question. The Chairman/Board/Management will try to respond to all questions submitted by remote participants during the EGM. If there is time constraint in answering the questions during the EGM, the responses will be emailed to you at the earliest possible time after the end of EGM. If you are using a smartphone to participate in the EGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the EGM. Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location. 	
(iv)	Online remote voting	 Please select the "Voting" option located next to the "Join Meeting" to indicate your votes for the resolutions that are tabled for voting at the EGM. The voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman at the EGM. Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed. 	

	Procedure	Action
	On the day of EGM	
(v)	End of RPV facilities	The RPV Facilities will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the EGM.

Note to Users of the RPV Facilities:

If you encounter any issues with your online registration at the Metra Portal, please call Metra Management at 03-2698 3232 or email to corporate@mweh.com.my

NO DISTRIBUTION OF DOOR GIFTS OR E-VOUCHERS

There will be **NO DISTRIBUTION** of door gifts or e-vouchers during the EGM.

GENERAL MEETING RECORD OF DEPOSITORS

For purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Depository Sdn Bhd to issue a Record of Depositors as at 19 July 2022. Only members whose names appear on the Record of Depositors as at 19 July 2022 shall be eligible to attend, participate and vote remotely via the RPV Facilities or appoint proxy(ies) to attend, participate and vote remotely on their behalf at the EGM.

PROXY

The EGM will be conducted on a virtual basis. Members who are unable to attend the EGM may appoint proxy or proxies to attend, participate and vote remotely on their behalf by completing and indicating the voting instructions in the Proxy Forms. The Proxy Form is available at www.metramanagement.com.my.

The appointment of proxy may be made in hard copy form or by electronic means in the following manner and must be received by us not less forty-eight (48) hours before the time appointed for holding the EGM:

(i) In hard copy form

The proxy form must be deposited at the registered office of the Company situated at 39th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur ("Registered Office").

(ii) By electronic means via email

The proxy form must be received by the Share Registrar via email at corporate@mweh.com.my.

(iii) By electronic means via online

The proxy appointment must be made electronically via Metra Management's website at www.metramanagement.com.my. Kindly refer to the Procedure for Electronic Submission of Proxy Form in the Administrative Guide for the EGM as set out in **Annexure A**.

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

CORPORATE REPRESENTATIVE

For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Registered Office not less than 48 hours before the time appointed for holding the EGM.

The certificate of appointment should be executed in the following manner:

- (i) if the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) if the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two authorised officers of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

ATTORNEY

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office not less than 48 hours before the time appointed for holding the EGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirement in the relevant jurisdiction in which it is executed.

REGISTRATION TO ATTEND THE EGM

Members who have appointed proxies or attorneys or corporate representatives to participate in the EGM via the RPV Facilities must ensure that their proxies or attorneys or authorised representatives register themselves at the Metra Portal at www.metramanagement.com.my prior to the EGM.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently, decide to appoint another person as proxy or to participate in the EGM by yourself, please write in to the Company or Metra Management to revoke the earlier appointed proxy forty-eight (48) hours before the time appointed for holding the EGM.

POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM of our Company shall be put to vote by way of a poll. Our Company has appointed Metra Management as the Poll Administrator to conduct the poll voting by way of electronic means and Symphony Corporate Services Sdn Bhd as the Independent Scrutineer to verify the poll results.

Members can proceed to vote remotely through the RPV Facilities once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Kindly refer to the above item 4(iv) for guidance on how to vote remotely at the Metra Portal (www.metramanagement.com.my).

The Independent Scrutineer will verify the poll results followed by the Chairman's declaration of the results.

RESULTS OF THE VOTING

The results of the voting for all resolutions will be announced at the EGM and released to Bursa Malaysia Securities Berhad, which can be viewed from its website at www.bursamalaysia.com.

RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the EGM is strictly prohibited.

ENQUIRY

If you have any enquiry relating to the EGM, please contact our Share Registrar during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays:

Metra Management Sdn Bhd 35th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur.

Telephone Number : 03-2698 3232

Mobile Number : 010-526 5490

Fax Number : 03-2698 0313

Email : corporate@mweh.com.my

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

Dear Shareholders,

We are pleased to inform that you have the option to submit proxy forms by electronic means through the Metra Portal at www.metramanagement.com.my ("E-proxy form").

To submit the E-proxy form via the Metra Portal, kindly read and follow the guidance notes set out below:

- 1. Sign up as a user in www.metramanagement.com.my
 - Click Login/Register followed by <<Register New User>> to register as a new user.
 - Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back) or Passport.
 - Read and agree the terms and conditions and thereafter submit your registration.
 - Please enter a valid email address in order for you to receive the verification email from Metra Management.
 - Your registration will be verified and approved by Metra Management. Once approved, an email notification will be sent to you.
 - If you are already an existing user with Metra Portal, you are not required to register again.
- 2. Proceed with submission of E-proxy
 - After the announcement of the Notice of the Meeting been made by the Company, you may login to Metra Portal with your user name (i.e. email address) and password.
 - Click "E-PROXY LODGEMENT" and select "MPHB CAPITAL BERHAD" for the submission of the E-proxy Form.
 - Appoint your proxy(ies) or the Chairman and complete the particulars of your proxy(ies) to vote on your behalf.
 - Review and confirm your proxy(ies) appointment.
 - Read and agree to the terms & conditions and thereafter submit your E-proxy Form.
 - An email notification will be send to you to acknowledge the submission.

Should you need assistance on your E-proxy submission, please contact us.

Thank you.

Metra Management Sdn Bhd 35th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia.

Tel No.: +603-2698 3232 Mobile No.: +6010 526 5490 Fax No.: +603-2698 0313

Email: corporate@mweh.com.my