



## MALAYSIAN BULK CARRIERS BERHAD

Registration No. 198801008597 (175953-W)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Malaysian Bulk Carriers Berhad (“MBC” or the “Company”) will be conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 15 June 2023 at 11:00 a.m. or immediately after the conclusion of the Company’s Thirty-Fourth Annual General Meeting which will be held on the same day at 10:00 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

#### **SPECIAL RESOLUTION**

#### **PROPOSED REDUCTION OF RM275.0 MILLION OF THE ISSUED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016**

“**THAT** subject to all approvals being obtained from the relevant authorities and/or parties, where required/applicable, and the confirmation by the High Court of Malaya pursuant to Section 116 of the Companies Act 2016, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to implement the proposed reduction of RM275.0 million of the issued share capital of the Company by the cancellation of the issued share capital which is lost or unrepresented by available assets (“**Proposed Capital Reduction**”) and that the credit arising from such issued share capital reduction shall be utilised to eliminate the accumulated losses of the Company;

**THAT** the surplus after the elimination of the Company’s accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the retained earnings of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the Companies Act 2016 as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Constitution of the Company;

**AND THAT** the Board be and is hereby empowered and authorised to take all such steps and do all acts and things to approve and execute all necessary documents and/or agreements (including, without limitation, affixing the Company’s common seal, where necessary) as the Board may consider necessary, expedient and/or relevant to finalise, implement and give full effect to and complete the Proposed Capital Reduction with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary or desirable by the Board and to take all steps and actions as may be required by the relevant authorities or as the Board may deem necessary or expedient to finalise, implement and give full effect to and complete the Proposed Capital Reduction.”

#### **BY ORDER OF THE BOARD**

Tai Yit Chan (MAICSA 7009143)(SSM PC NO.: 202008001023)  
Tan Ai Ning (MAICSA 7015852)(SSM PC NO.: 202008000067)  
Company Secretaries

24 May 2023  
Kuala Lumpur

#### Notes

1. The EGM will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting (“RPEV”) facilities to be provided by Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPEV facilities.

Please refer to the Administrative Guide for Shareholders for the EGM on the procedures to register, participate and vote remotely via the RPEV facilities.

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue of the EGM. Members/proxies/corporate representatives are not allowed to physically present nor admitted at the Broadcast Venue on the day of the EGM.
- Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll rather than a show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member is an authorised nominee, it may appoint at least one 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 is an exempt authorised nominee which holds 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised and in the case of corporation, shall be either under seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall 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 forty eight (48) hours before the time for holding the virtual EGM or any adjournment thereof, failing which, the instrument of proxy shall not be treated as valid.  
Alternatively, the Proxy Form can be electronically submitted via Boardroom Share Registrars’ website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for Shareholders for further information on electronic submission.
- The appointment of the proxy(ies) will be INVALID if the Proxy Form/e-Proxy Form is not completed correctly in accordance with the instructions stated in the form.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on Friday, 9 June 2023 (General Meeting Record of Depositors) shall be eligible to attend the virtual meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of the EGM at short notice. Kindly check Bursa Malaysia Securities Berhad’s website and the Company’s website at [www.maybulk.com.my](http://www.maybulk.com.my) for the latest updates on the status of the EGM.

#### Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.



## MALAYSIAN BULK CARRIERS BERHAD

Registration No. 198801008597 (175953-W)  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

- MEETING : **EXTRAORDINARY GENERAL MEETING**  
DATE : Thursday, 15 June 2023  
TIME : 11:00 a.m. or immediately after the conclusion of the Company's Thirty-Fourth Annual General Meeting which will be held on the same day at 10:00 a.m., whichever is later (Malaysia time)
- BROADCAST VENUE : Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
- Meeting platform : <https://meeting.boardroomlimited.my> ("Virtual Meeting Portal")
- Mode of communication : 1) You may type your question(s) in the meeting platform. The Messaging window facility will open concurrently with the Virtual Meeting Portal one (1) hour before the scheduled commencement of the Extraordinary General Meeting ("**EGM**" or "**Meeting**"), i.e. from **10:00 a.m. on Thursday, 15 June 2023**.
- 2) You may submit questions relating to the agenda items of the EGM in advance via Boardroom's website at <https://investor.boardroomlimited.com>, commencing from 24 May 2023 and in any event no later than **Tuesday, 13 June 2023 at 11:00 a.m.**

For further details on the mode of communication, please refer to note 5 of this Administrative Guide.

#### 1. Virtual EGM

As part of our continuing safety and precautionary measures, the Company ("**MBC**") will conduct its EGM entirely via live streaming and online remote voting using remote participation and electronic voting ("**RPEV**") facilities.

The Broadcast Venue is limited to essential individuals required to be physically present at the venue to organise and conduct the virtual EGM of the Company.

Shareholders are invited to participate and vote at the forthcoming EGM via Boardroom Share Registrars Sdn. Bhd.'s meeting platform at <https://meeting.boardroomlimited.my>. **NO SHAREHOLDERS/PROXIES/ CORPORATE REPRESENTATIVES** should be physically present at or admitted to the Broadcast Venue on the day of the EGM.

#### 2. Entitlement to participate and vote at the EGM

Only a depositor whose name appears on the Record of Depositors of the Company as at Friday, 9 June 2023 shall be eligible to participate in the EGM or appoint proxy(ies) or corporate representative(s) to participate and vote on his/her behalf.

As the EGM is a virtual meeting, a shareholder entitled to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/her proxy to attend and vote in his/her stead, and indicate his/her voting instructions in the Proxy Form.

### 3. Voting Procedure – Poll Voting

- i. Voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- ii. The Company has appointed Boardroom Share Registrars Sdn. Bhd. (“**Boardroom**”) as poll administrator to conduct the poll by way of electronic voting (“**e-Voting**”), and independent scrutineers (“**Scrutineers**”) will be appointed to verify the results of the poll.
- iii. For the purposes of this EGM, e-Voting may be carried out via personal smart mobile phones, tablets, personal computers or laptops.
- iv. There are two (2) methods for members and proxies who wish to use their personal voting device to vote. The methods are:
  - (a) Use QR Scanner Code given in the email to you; or
  - (b) access via the website URL: <https://meeting.boardroomlimited.my>
- v. Please note that polling will only commence after announcement by the Chairman of poll opening and until such time the Chairman announces closure of the poll. The poll result report will be verified by the Scrutineers, and the results announced thereafter. The Chairman will declare whether the resolutions put to vote are duly passed.
- vi. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the EGM has commenced. It is therefore your responsibility to ensure that connectivity for the duration of the EGM is maintained. Kindly note that the quality of the connectivity to the Virtual Meeting Portal for the live webcast and remote online voting is dependent on the bandwidth and stability of the internet connection at remote participants’ locations.

### 4. Online Registration Procedure

- i. The RPEV facilities are available to **(i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees.**
- ii. If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.
- iii. Kindly follow the steps below on how to request for your login ID and password.

**Step 1 – Register online with Boardroom Smart Investor Portal (“BSIP”) (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – Submit Request for Remote Participation User ID and Password.]*

- a. Access the website: <https://investor.boardroomlimited.com>
- b. Click <<**Register**>> to sign up as a user.
- c. Please select the account type i.e. sign up as “Shareholder” or “Corporate Holder”.
- d. Complete registration with all required information and upload a softcopy of your or representative’s MyKad (front and back) (for Malaysian), or passport (for foreigner) in JPEG, PNG or PDF format (as the case may be).
- e. For corporate holder, kindly attach the authorisation letter as well (template available)
- f. Please enter a valid email address, mobile number and password. Click <<**Sign Up**>>.
- g. You will receive an email from Boardroom for email address verification. Click <<**Verify E-mail Address**>> to proceed with the registration.
- h. Once your email address is verified, you will be re-directed to BSIP Online for verification of your mobile number. Click <<**Request OTP Code**>> and an OTP code will be sent to the registered mobile number. Click <<**Enter**>> to enter the OTP code to complete the process.
- i. An email will be sent to you within one (1) business day informing you on the approval of your BSIP account You can login to the BSIP at <https://investor.boardroomlimited.com> with the email address and password that you have provided during the registration to proceed with the next step.

**\*Check if your email address is keyed in correctly.**

**\*Remember the password that you have keyed in.**

## **Step 2 – Submit Request for Remote Participation User ID and Password**

*[Note: Registration for remote access will open on 24 May 2023.]*

### **Individual/ Corporate Members**

- Login to <https://investor.boardroomlimited.com> using your User ID and Password given above.
- Select <<MEETING EVENT(S)>> from the main menu and select the correct Corporate Event <<MALAYSIAN BULK CARRIERS BERHAD EXTRAORDINARY GENERAL MEETING>> from the list of Meeting Events and click <<Enter>>.
- Go to <<VIRTUAL>> and click on <<Register for RPEV>>.
- Tick << I wish to register for Remote Participation and Electronic Voting (RPEV) and join the meeting virtually>> and enter your CDS Account Number.
- Read and agree to the General Terms & Conditions and click <<Register>>.

### **Appointment of Proxy**

- Login to <https://investor.boardroomlimited.com> using your User ID and Password given above.
- Select <<MEETING EVENT(S)>> from the main menu and select the correct Corporate Event << MALAYSIAN BULK CARRIERS BERHAD EXTRAORDINARY GENERAL MEETING>> from the list of Meeting Events and click <<Enter>>.
- Click on <<Submit e-Proxy Form>>.
- For Corporate Shareholder, select the company(ies) you would like to represent  
Note: if you wish to appoint more than one (1) company, please click the home button and select “Edit Profile” in order to add the company’s name.
- Enter your CDS Account Number and the number of securities held. Select your proxy - either the Chairperson of the Meeting or individual named proxy(ies).
- Read and accept the terms and conditions by clicking “Next”.
- Enter the required particulars of your proxy(ies).
- Indicate your voting instructions - FOR, AGAINST or ABSTAIN, otherwise your proxy(ies) will decide your vote.
- Review and confirm your proxy(ies) appointment.
- Click “Submit”.
- Download or print the e-Proxy form as acknowledgement.

### **Authorised Nominees and Exempt Authorised Nominees**

- Login to <https://investor.boardroomlimited.com> using your User ID and Password given above.
- Select <<MEETING EVENT(S)>> from the main menu and select the correct Corporate Event << MALAYSIAN BULK CARRIERS BERHAD EXTRAORDINARY GENERAL MEETING>> from the list of Meeting Events and click <<Enter>>.
- Click on <<Submit e-Proxy Form>>.
- Select the company you would like to represent (if more than one).
- Proceed to download the file format for “Submission of Proxy Form”.
- Prepare the file for the appointment of proxy(ies) by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Review and confirm your appointment and click “Submit”.
- Download or print the e-Proxy form as acknowledgement.

*Note: if you are the authorised representative(s) for more than one (1) authorised nominee / exempt authorised corporate nominee / corporate shareholder, please click the home button and select “Edit Profile” in order to add the company’s name.*

Corporate Shareholders/Authorised Nominees/ Exempt Authorised Nominees/Attorneys, you may also write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) and provide the name of the shareholder, CDS account no. and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required.

**\* Check the email address of Proxy or Corporate Representative is written down correctly.**

- a. You will receive a notification(s) from Boardroom that your request has been received and is being verified.
- b. Upon system verification of your registration against the **EGM Record of Depositors as at 9 June 2023**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. You will also receive your remote access User ID and Password along with the email from Boardroom if your registration is approved.
- d. If your registration is rejected, a rejection note will be provided to you via email.

\* Please note that the closing date and time to submit your request is by **Tuesday, 13 June 2023 at 11:00 a.m.**

### **Step 3 – Login to Virtual Meeting Portal**

*[Note: Please note that the quality of the connectivity to the Virtual Meeting Portal for the live webcast and remote online voting is highly dependent on the bandwidth and stability of the internet connectivity available at remote users' locations.]*

- a. The Virtual Meeting Portal will open for login one (1) hour before the scheduled commencement of the EGM, i.e. from **10:00 a.m. on Thursday, 15 June 2023**.
- b. Please follow the steps given to you in the email along with your remote access User ID and Password to login to the Virtual Meeting Portal (*Refer to Step 2(c) above*).
- c. The steps given will also guide you on how to view the live webcast, submit questions and vote.
- d. The live webcast will end and the Messaging window (for submission of questions) will be disabled once the Chairman announces the closure of the EGM.
- e. You can then logout from the Virtual Meeting Portal.

### **Note to users of the RPEV facilities:**

1. Should your application to join the meeting be approved, Boardroom will facilitate your participation in the live stream meeting and remote voting. Your login to the Virtual Meeting Portal on the day of meeting will indicate your presence at the virtual meeting.
2. If you encounter any issues with login, connecting to the live stream meeting or online voting, please call Boardroom at +603 7890 4700 or send an email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) for assistance.

## **5. Mode of Communication**

Shareholders may submit questions relating to the agenda items of the EGM in advance commencing from 24 May 2023 and in any event no later than 11:00 a.m. on Tuesday, 13 June 2023 via Boardroom's website at <https://investor.boardroomlimited.com>, and select <<**SUBMIT QUESTION**>> to pose questions ("**Pre-EGM Meeting Questions**").

Alternatively, you may submit any questions for the Chairman/Board during the EGM using the Messaging window facility which will open concurrently with the Virtual Meeting Portal one (1) hour before the scheduled commencement of the EGM, i.e. from **10:00 a.m. on Thursday, 15 June 2023**.

The Chairman and management will respond to their best endeavours, questions submitted by shareholders which relate to the matters in the agenda of the EGM. Questions that are similar or on the same matter may be consolidated and answered together.

*Please note that no recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.*

## **6. Lodgement of Proxy Form**

Please deposit your completed Proxy Form at the office of Boardroom Share Registrars Sdn. Bhd. at **11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than forty-eight (48) hours before the time appointed for the holding of the EGM, i.e. not later than **Tuesday, 13 June 2023 at 11:00 a.m.**

Alternatively, the proxy appointment can also be lodged electronically via the “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> which is available to individual shareholders, not less than forty-eight (48) hours before the time appointed for the holding of the EGM, i.e. **Tuesday, 13 June 2023 at 11:00 a.m.** For further information, kindly refer to note (4) – “Online Registration Procedure” above.

The lodging of the Proxy Form will not preclude you from personally participating remotely and voting at the EGM should you subsequently wish to do so.

Should you wish to personally participate remotely in the EGM, kindly register your intention to do so via Boardroom’s website at <https://investor.boardroomlimited.com> (refer to note 4 - Steps 1 to 3 above). Please note that upon your registration to personally participate remotely in the EGM, any previous proxy appointment will be deemed revoked. Alternatively, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke your earlier proxy appointment **no later than Tuesday, 13 June 2023 at 11:00 a.m.**

## **7. Communication guidance**

Shareholders are also reminded to monitor the Company’s website and announcements for any changes to the EGM arrangements.

## **8. No door gifts/vouchers**

No door gifts or e-vouchers will be distributed to shareholders/proxies who participate in the EGM.

## **9. Enquiries**

Should you have any enquiry prior to the EGM or if you wish to request technical assistance to participate the EGM, please contact Boardroom during office hours (8:30 a.m. to 5:30 p.m.) as follows:

### **Boardroom Share Registrars Sdn. Bhd.**

Address : 11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

General line : +603 7890 4700  
Fax number : +603 7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)