



MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Mudajaya Group Berhad (“Mudajaya” or “the Company”) will be held fully virtual through the Online Meeting Platform herein provided on the following date, time and venue or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

Day and Date : Thursday, 13 June 2024
Time : 4:00 p.m. or immediately upon conclusion of the 21st Annual General Meeting of the Company held at the same venue and on the same day at 2:30 p.m., whichever is later or at any adjournment thereof
Broadcast Venue : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Online Meeting Platform : <https://meeting.boardroomlimited.my>

ORDINARY RESOLUTION 1

PROPOSED VARIATION TO VARY THE MODE OF THE SETTLEMENT OF THE AMOUNT OWING BY MUDAJAYA TO MINYI HOLDINGS LIMITED OF HKD216.76 MILLION (EQUIVALENT TO RM130.06 MILLION) FROM WHOLLY IN CASH, TO A COMBINATION OF CASH AND THE ISSUANCE OF NEW ORDINARY SHARES IN MUDAJAYA (“MUDAJAYA SHARE(S)” OR “SHARE(S)”) (“CONSIDERATION SHARE(S)”) (“PROPOSED VARIATION”)

THAT conditional upon the approvals of all relevant regulatory authorities and/or third parties being obtained, where required, and the conditions precedent in the conditional variation agreement dated 29 November 2023 entered into between Mudajaya (purchaser) and Minyi Holdings Limited (vendor), for the Proposed Variation being fulfilled or waived, approval be and is hereby given to Mudajaya, to vary the mode of the settlement of the amount owing by Mudajaya to Minyi Holdings Limited of HKD216.76 million (equivalent to RM130.06 million) from wholly in cash, to a combination of cash and the issuance of Consideration Shares.

THAT such Consideration Shares, upon allotment and issuance, rank equally in all respects with each other and the existing Mudajaya Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/or other forms of distributions where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

THAT pursuant to Clause 49(1) of the Constitution of Mudajaya, the existing shareholders have a pre-emptive right to be offered any new shares which rank equally to existing shares that are issued by Mudajaya, subject to a direction to the contrary at a general meeting and accordingly, the Company is hereby directed to proceed with the Proposed Variation by issuing the Consideration Shares without offering the Consideration Shares to all existing shareholders.

AND THAT the board of Directors of Mudajaya (“Board”) be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 531,480,223 NEW MUDAJAYA SHARES (“RIGHTS SHARE(S)”) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 4 EXISTING SHARES HELD, TOGETHER WITH UP TO 531,480,223 FREE DETACHABLE WARRANTS IN MUDAJAYA (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)

THAT subject to the passing of Ordinary Resolution 1 and approvals of all relevant authorities and/ or parties (if required) being obtained, where required, approval be and is hereby given to the Board for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 531,480,223 Rights Shares together with up to 531,480,223 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of 1 Rights Share for every 4 existing Shares held based on the terms and conditions set out in the circular to shareholders dated 17 May 2024 (“Circular”) and deed poll (“Deed Poll”);
- to issue such Rights Shares together with Warrants as may be required to give effect to the Proposed Rights Issue with Warrants, including any persons entitled on renunciation of the provisional allotments;
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the exercise period, for 1 new Mudajaya Share at an exercise price of RM0.22 per Warrant;
- to allot and issue such number of new Mudajaya Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- to allot and issue such further Warrants and new Mudajaya Shares arising from the exercise of such further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the Rights Shares and Warrants.

THAT any Rights Shares together with Warrants which are not taken up shall be made available for excess applications to the entitled shareholders and/or their renounee(s) who have applied for the excess Rights Shares with Warrants, and are intended to be allocated on a fair and equitable basis;

THAT any fractional entitlements of the Rights Shares together with Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and is in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/ or in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing Mudajaya Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to or on the date of allotment and issuance of the Rights Shares;

THAT the new Mudajaya Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing Mudajaya Shares, save and except that the new Mudajaya Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to or on the date of allotment and issuance of the new Mudajaya Shares;

THAT the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/or undertaking with any party or parties, do all things as may be required to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares, Warrants and new Mudajaya Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

By Order of the Board

TAN CHIN BOO (MIA 46824) (SSM PC No. 202408000126)
Company Secretary

Petaling Jaya
17 May 2024

Notes:

- The EGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities (“RPV”). Please follow the procedures as set out in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV.
- The Broadcast Venue 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. No members/ proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company’s Share Registrar, 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 either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com, by sending it through the post, or submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 5 June 2024 and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this EGM via RPV.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolutions set out in the Notice of EGM shall be put to vote by way of poll.

Personal Data Privacy:-

By submitting an instrument appointing a 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.

Administrative Guide for Extraordinary General Meeting



Day and Date	: Thursday, 13 June 2024
Time	: 4:00 p.m. or immediately upon conclusion of the 21st Annual General Meeting of the Company held at the same venue and on the same day at 2:30 p.m., whichever is later or at any adjournment thereof
Broadcast Venue	: 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Online Meeting Platform	: https://meeting.boardroomlimited.my

A. VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM” OR “THE MEETING”)

1. The EGM of Mudajaya Group Berhad (“**the Company**”) will be conducted virtually through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. The conduct of this virtual EGM is in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia to leverage technology to facilitate communication and engagement with shareholders. In addition, it is also in line with the Malaysian Code on Corporate Governance, to promote greater shareholder participation as it facilitates electronic voting and remote shareholder participation.
2. The main and only venue of the virtual EGM as indicated above is strictly to serve as the Broadcast Venue where the Chairman of the Meeting is physically present and **no shareholders or proxies from the public shall be physically present at nor admitted to the Broadcast Venue**. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the virtual EGM shall be in Malaysia and the Chairman must be present at the Broadcast Venue of the EGM. The electronic means of conducting the EGM on a virtual basis will facilitate and enable all shareholders to participate fully in the Meeting proceedings without the need to be physically present at the Broadcast Venue.
3. The Company will be using its Share Registrar, Boardroom Share Registrars Sdn Bhd’s (“**Boardroom**”) online meeting platform which is available on the designated link at <https://meeting.boardroomlimited.my>.
4. Shareholders are reminded to kindly check our website at www.mudajaya.com for the latest announcements or updates, if any, regarding the administration of the EGM.

B. ENTITLEMENT TO PARTICIPATE AND VOTE AT THE EGM

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **5 June 2024** shall be entitled to virtually attend, participate, pose questions via text and vote at the EGM or appoint a proxy(ies) to attend and participate on his/her behalf.

C. MODE OF COMMUNICATION

1. Shareholders may submit questions in advance relating to the agenda items of the EGM commencing from 17 May 2024 and in any event, no later than 4:00 p.m. on 6 June 2024 via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> using the same user ID and password provided by Boardroom, as stated in Note G below, and select “**SUBMIT QUESTION**” to pose questions.
2. Shareholders may pose questions via real time submission of typed texts during the live streaming of the EGM. The Messaging window facility will be opened concurrently with the Online Meeting Portal i.e. 1 hour before the EGM, which is from 3:00 p.m. on Thursday, 13 June 2024.

D. APPOINTMENT OF PROXY

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint not more than 2 proxies to participate and vote in his/her stead. If you are not able to participate in the EGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
2. The Proxy Form must be deposited with the Company's Share Registrars, Boardroom at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post and to reach the Share Registrar's office not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

Alternatively, the proxy appointment may also be lodged electronically at <https://investor.boardroomlimited.com>, which is free and available to all individual shareholders, no later than **4:00 p.m. on Tuesday, 11 June 2024** (48 hours before the EGM). Kindly refer to the steps below under item 2 in Note G – "Submit Request for Remote Participation User ID & Password and eProxy Lodgement".

3. If you wish to participate in the EGM yourself, please do not submit any Proxy Form for the EGM. **You will not be allowed to participate in the EGM together with the proxy(ies) appointed by you.**

E. REVOCATION OF PROXY

1. If you have submitted your Proxy Form prior to the EGM and subsequently decide to personally participate in the EGM, please write in to BSR.Helpdesk@boardroomlimited.com or via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (if you had submitted your Proxy Form electronically through Boardroom Smart Investor Portal) to revoke the earlier appointment of your proxy(ies) at least 48 hours before the commencement of the EGM. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, kindly advise your proxy(ies) accordingly.

F. PROCEDURES FOR THE EGM AND VOTING




1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. For the purpose of the EGM, the remote participation and electronic voting may be carried out via personal smart mobile phones, tablets or personal computers/laptops.
3. There are 2 methods for shareholders and proxies who wish to use their personal voting device to participate and vote remotely. The methods are as follows:
 - (i) Use the QR Scanner Code provided to you in the email notification received after successful registration; or
 - (ii) Go to the website URL <https://meeting.boardroomlimited.my>.
4. You may proceed to cast your votes on each of the proposed resolutions to be tabled at the EGM as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
5. The Scrutineers will verify the poll results upon the closure of the poll session to be announced by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote are successfully carried or not.
6. 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 live webcast as well as for remote online voting is highly dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
7. No recording or photography of the Meeting proceedings is allowed.

G. PROCEDURES FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”)

1. Shareholders are encouraged to go online, participate and vote at the EGM via remote participation and electronic voting. **Please follow the steps below on how to request for log in user ID and password.**
2. Please note that the remote participation and electronic voting are available to:
 - (i) Individual Shareholders;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

BEFORE THE EGM (from 17 May 2024 to 11 June 2024)	
Steps	Actions
<p>1. Register Online with Boardroom Smart Investor Portal (“BSIP”)</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • This is a ONE-TIME registration (for first-time registration only). • If you have already signed up with BSIP, you are not required to register again. • Proceed to Step 2 below once you are a registered user. 	<ol style="list-style-type: none"> a. Access website https://investor.boardroomlimited.com. b. Click <<Register>> to sign up as a user and select the correct account type i.e. “Shareholder” or “Corporate Holder”. c. Complete registration with all required information. Upload a softcopy of your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. For corporate holder, please also attach the authorisation letter. Click “Sign Up”. d. You will receive an email from BSIP Online for email address verification. Click on “Verify Email Address” from the email received to proceed with the registration. e. Once your email address is verified, you will be redirected to BSIP Online for verification of your mobile number. Click on “Request OTP Code” and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click “Enter” to complete the process. f. Once your mobile number is verified, registration of your new BSIP account will be pending final verification. g. An email will be sent to you within one (1) business day informing on the approval of your BSIP account. You can login at https://investor.boardroomlimited.com with the email address and password that you provided during registration to proceed with the next step.
<p>2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • Registration for remote access will open on 17 May 2024. • Closing date and time to submit your registration is Tuesday, 11 June 2024 at 4:00 p.m. (48 hours before the EGM) 	<p>For Individual Shareholders and Corporate Shareholders</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select “MUDAJAYA GROUP BERHAD EXTRAORDINARY GENERAL MEETING” from the list of Corporate Meeting Event and click “Enter”. c. Click on “Register for RPEV”. d. Enter your CDS Account Number, read and agree to the Terms & Conditions to complete the registration. <p>For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees (via email)</p> <ol style="list-style-type: none"> a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form for the registration. b. Please provide a copy of the Corporate Representative’s MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.

Steps	Actions (<i>Cont'd</i>)
<p>2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement (<i>cont'd</i>)</p>	<p>For Individual and Corporate Shareholders (eProxy Lodgement)</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select "MUDAJAYA GROUP BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meeting Event and click "Enter". c. Go to "PROXY" and click on "Submit eProxy Form". d. Select the company you would like to be represented (if more than one) – for Corporate Shareholders only. e. Enter your CDS Account Number and number of securities held. f. Select your proxy – either the Chairman of the meeting or individual named proxy(ies). g. Read and accept the General Terms & Conditions by clicking "Next". h. Enter the required particulars of your proxy(ies). i. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If no indication is given, your proxy will decide on your votes during the meeting. j. Review and confirm your proxy appointment and click "Apply". k. Download or print the eProxy Form as acknowledgement. <p>For Authorised Nominees and Exempt Authorised Nominees (eProxy Lodgement)</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select "MUDAJAYA GROUP BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meeting Event and click "Enter". c. Go to "PROXY" and click on "Submit eProxy Form". d. Select the company you would like to be represented (if more than one). e. Proceed to download the file format for "Submission of Proxy Form". f. Prepare the file for the appointment of proxy(ies) by inserting the required data. g. Proceed to upload the duly completed Proxy Appointment file. h. Review and confirm your proxy appointment and click "Submit". i. Download or print the eProxy Form as acknowledgement. <p>[Note: If you are the authorised representative for more than one (1) authorised nominee/exempt authorised nominee/corporate shareholder, kindly click the home button and select "Edit Profile" in order to add company name.]</p>
<p>3. Email Notification</p>	<ol style="list-style-type: none"> a. You will receive a notification from Boardroom that your request has been received and is being verified. b. Upon system verification against the General Meeting Record of Depositors as at 5 June 2024, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.

ON THE DAY OF EGM (13 June 2024)		
Steps	Actions	
1.	<p>Log in to Online Meeting Platform</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • Latest version of internet browsers such as Chrome, Edge, Firefox or Safari are recommended. • You may not be able to gain access to the EGM via the RPEV facilities if there is an existing firewall on the device that you are using. 	<p>a. The Online Meeting Portal will be opened for log in one (1) hour before the commencement of EGM i.e. from 3:00 p.m. on 13 June 2024.</p> <p>b. The Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> • Use the QR Scanner Code provided to you in the email notification received after successful registration; OR • Go to the website URL https://meeting.boardroomlimited.my. <p>c. Enter the Meeting ID Number and sign in with the user ID and password provided in the confirmation email from Boardroom.</p>
2.	<p>Participate through live webcast</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • You will be able to view the Company's presentation or slides via the live webcast. • Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. 	<p>a. If you would like to view live webcast, select the "Broadcast" icon. </p> <p>b. If you would like to ask a question during the EGM, select the "Messaging" icon. </p> <p>c. To submit a question, type your message within the chat box and click the "Send" button once completed.</p> <p>d. The messaging/submit question tab will be disabled when the Chairman announces the closure of the Q&A session.</p>
3.	<p>Online Remote Voting</p>	<p>a. Once the Meeting is open for voting, the polling icon  will appear with the resolution and your voting choices on your screen until the Chairman declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided.</p> <p>c. A confirmation message will appear to show your vote has been received.</p> <p>d. To change your vote, select another voting direction.</p> <p>e. If you wish to cancel your vote, please press "Cancel".</p> <p>f. The voting tab will be disabled upon the closure of the poll.</p>
4.	<p>End of Remote Participation</p>	<p>a. Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.</p> <p>b. You can then log out from the Online Meeting Platform.</p>

H. VOUCHERS / DOOR GIFT

1. There will be **NO vouchers or door gift** for shareholders/proxies who participate in the EGM.

I. ENQUIRY

1. If you have any enquiries on online registration and/or proxy lodgement, or if you wish to request for technical assistance to participate in the virtual EGM, please contact Boardroom during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn Bhd

Tel No : +603-7890 4700 (Helpdesk)

Fax No : +603-7890 4670

Email : BSR.Helpdesk@boardroomlimited.com

2. If you have any general enquiries on the EGM, please contact Ms Puganeswary Raman / Ms Abby Beh at +603-7806 7931 or e-mail to puganeswary.raman@mudajaya.com / abby.beh@mudajaya.com.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a 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.



MUDAJAYA GROUP BERHAD
 Registration No. 200301003119 (605539-H)
 (Incorporated in Malaysia)

PROXY FORM

No. of Shares held	
CDS Account No.	

I/ We _____ *NRIC No./ Passport No./ Company No. _____
 (NAME OF SHAREHOLDER AS PER NRIC)

Tel No. _____ of _____
 (FULL ADDRESS)

_____ being a member of MUDAJAYA GROUP BERHAD,
 hereby appoint _____ *NRIC No./ Passport No. _____
 (NAME OF PROXY AS PER NRIC)

Email: _____ of _____
 (FULL ADDRESS)

and/or _____ *NRIC No./ Passport No. _____
 (FULL NAME AS PER NRIC)

Email: _____ of _____
 (FULL ADDRESS)

or failing *him/ her, the Chairman of the Meeting as *my/ our proxy to attend and vote on *my/ our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held virtually from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia and via the Online Meeting Platform at <https://meeting.boardroomlimited.my> on Thursday, 13 June 2024 at 4:00 p.m. or immediately upon conclusion of the 21st Annual General Meeting of the Company which will be held at the same venue and on the same day at 2:30 p.m., whichever is later or at any adjournment thereof.

Please indicate with an " X " in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/ proxies will vote or abstain from voting at his/ their discretion.

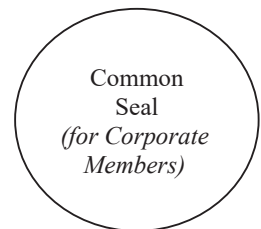
ORDINARY RESOLUTIONS	FOR	AGAINST
ORDINARY RESOLUTION 1 - PROPOSED VARIATION		
ORDINARY RESOLUTION 2 - PROPOSED RIGHTS ISSUE WITH WARRANTS		

* Strike out whichever is not applicable

Dated this _____ day of _____ 2024

 Signature of Member

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1 st Proxy		%
2 nd Proxy		%
Total:		100 %



Notes:-

1. The EGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities ("**RPV**"). Please follow the procedures as set out in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV.
2. The Broadcast Venue 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. No members/ proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
3. A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
6. Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, 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 either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com, by sending it through the post, or submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **5 June 2024** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this EGM via RPV.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM shall be put to vote by way of poll.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s), the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of EGM dated 17 May 2024.

Fold this flap to seal

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AFFIX
STAMP

MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)

c/o Boardroom Share Registrars Sdn Bhd
Registration No. 199601006647 (378993-D)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

REQUEST FORM FOR CIRCULAR TO SHAREHOLDERS IN RELATION TO

- I. PROPOSED VARIATION TO VARY THE MODE OF THE SETTLEMENT OF THE AMOUNT OWING BY MUDAJAYA TO MINYI HOLDINGS LIMITED OF HKD216.76 MILLION (EQUIVALENT TO RM130.06 MILLION) FROM WHOLLY IN CASH, TO A COMBINATION OF CASH AND THE ISSUANCE OF NEW ORDINARY SHARES IN MUDAJAYA ("MUDAJAYA SHARE(S)" OR "SHARE(S)") ("CONSIDERATION SHARE(S)"); AND
- II. PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 531,480,223 NEW MUDAJAYA SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 4 EXISTING SHARES HELD, TOGETHER WITH UP TO 531,480,223 FREE DETACHABLE WARRANTS IN MUDAJAYA ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

Dear Shareholder,

Please complete your particulars below and return this Request Form via post or fax to **+603- 7806 7900** if you wish to receive a printed copy of the Circular to Shareholders ("**Circular**"). The Notice of the Extraordinary General Meeting together with the Proxy Form are enclosed in the Circular. You may also contact Ms Puganeswary Raman / Ms Abby Beh at **+603-7806 7931** or e-mail your request to puganeswary.raman@mudajaya.com or abby.beh@mudajaya.com. Alternatively, you may submit your request in the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> under "*Investor Services*".

The printed copy of the Circular will be posted to you within 4 market days from the date of receipt of your verbal or written request.

You may also view the Circular from our website at www.mudajaya.com under the "*Investor Relations*" section or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under "*Company Announcements*".

Full Name :

NRIC / Passport / Company No :

CDS Account No. :

Mailing Address :

Contact No. / Email :

.....
Signature of Shareholder

FOLD THIS FLAP TO SEAL

2ND FOLD HERE

AFFIX
STAMP
HERE

The Company Secretary
MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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