

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of MPHB Capital Berhad ("MPHB" or "Company") will be held at the Grand Ballroom, First Floor, Flamingo hotel by the lake, No. 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on Friday, 6 September 2024 at 10.30 a.m. for the purposes of considering and if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MPHB PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SCR")

THAT, subject to the passing of the Ordinary Resolution and the approvals and consents being obtained from all relevant authorities and parties and subject to the confirmation from the High Court in Malaysia ("**High Court**") for the reduction of the issued share capital of MPHB in accordance with section 116 of the Act, approval be and is hereby given for the Company to undertake and effect the Proposed SCR through the implementation of the following:

- (i) the increase of the issued share capital of MPHB by way of a bonus issue of 146,059,602 new ordinary shares of MPHB ("**MPHB Shares**" or "**Shares**") ("**Bonus Shares**") to be issued as fully paid-up shares to all shareholders of MPHB (other than Casi Management Sdn Bhd and MWE Holdings Sdn Bhd ("**Non-Entitled Shareholders**") who shall waive their rights to the Bonus Shares) whose names appear in the Record of Depositors of MPHB on an entitlement date to be determined and announced later by the board of directors of MPHB ("**Board**") in respect of the Proposed SCR ("**Entitlement Date**") ("**Entitled Shareholders**"), by way of capitalising RM123,022,402 from the retained earnings of MPHB, in order to increase the issued share capital of MPHB from RM725,091,000 which comprises 715,000,000 MPHB Shares to RM848,113,402 which comprises 861,059,602 MPHB Shares, a level which is sufficient for the capital reduction ("**Proposed Bonus Issue**") **PROVIDED THAT** the Bonus Shares to be issued under the Proposed Bonus Issue will be cancelled immediately after issuance to facilitate the implementation of the Proposed SCR and will not be credited into the Central Depository System (CDS) accounts of the Entitled Shareholders and will not be listed on the Official List of Bursa Malaysia Securities Berhad;
- (ii) immediately after the Proposed Bonus Issue, to effect the reduction of the issued and paid-up share capital of MPHB from RM848,113,402 which comprises 861,059,602 MPHB Shares to RM100,000,000 which comprises 100,000,000 MPHB Shares by the cancellation of:
 - (a) 440,066,707 MPHB Shares held by the Entitled Shareholders for capital repayment in the sum of RM748,113,402;
 - (b) 161,987,093 MPHB Shares held by the Non-Entitled Shareholders for nil consideration;
 - (c) 146,059,602 Bonus Shares for nil consideration; and
 - (d) 12,946,200 treasury shares retained by the Company for nil consideration, in the total sum of RM748,113,402; and
- (iii) upon the reduction of the issued and paid-up share capital of MPHB and the cancellation of the MPHB Shares as described in paragraphs (i) and (ii) above taking effect, to undertake a capital repayment of RM1.70 in cash for each existing MPHB Share held by the Entitled Shareholders on the Entitlement Date which have been cancelled;

AND THAT pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as it may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to deal with any and all fractions of a share and of a share that may arise in connection with the Proposed Bonus Issue, where applicable, in the best interests of the Company;
- (iii) to file an application to seek the confirmation from the High Court for the reduction of share capital under section 116 of the Act;
- (iv) to lodge the required documents, including an office copy of the order of the High Court granted pursuant to section 116 of the Act confirming the reduction of share capital with the Registrar of Companies on such date as the Board may determine;
- (v) after the Proposed Bonus Issue, and subject to the order of the High Court being granted pursuant to section 116 of the Act with regards to the Proposed SCR, to effect the capital repayment of RM1.70 in cash for each MPHB Share held by the Entitled Shareholders on the Entitlement Date;
- (vi) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of MPHB or as a consequence of any requirements imposed by the relevant authorities, the High Court and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and
- (vii) to do all such acts, deeds and/or things incidental, and/or as may be required and/or considered necessary and/or expedient and/or in the best interest of the Company, and to take such steps, execute such documents and enter into any arrangements, undertakings and/or agreements with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and to give full effect to the Proposed SCR.

ORDINARY RESOLUTION

PROPOSED VARIATION FOR THE UTILISATION OF PROCEEDS FROM THE DISPOSAL BY MULTI-PURPOSE CAPITAL HOLDINGS BERHAD, A WHOLLY-OWNED SUBSIDIARY OF MPHB, OF 51% EQUITY INTEREST IN MPI GENERALI INSURANS BERHAD FOR A DISPOSAL CONSIDERATION OF APPROXIMATELY RMS22.06 MILLION ("DISPOSAL") ("PROPOSED VARIATION")

THAT subject to the passing of the Special Resolution, approval be and is hereby given for the Board to vary the use of proceeds from the Disposal in the manner set out in Part B of the document in relation to the Proposed SCR dated 15 August 2024 which consists of the circular to the shareholders of MPHB in relation to the Proposed SCR, the Proposed Variation, the independent advice letter in relation to the Proposed SCR and all the accompanying appendices.

AND THAT the Board be and is hereby authorised to do all such acts, deeds and/or things incidental, and/or as may be required and/or considered necessary and/or expedient and/or in the best interest of the Company, and to take such steps, execute such documents and enter into any arrangements, undertakings and/or agreements with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and to give full effect to the Proposed Variation.

BY ORDER OF THE BOARD

NG SOOK YEE

Company Secretary
(SSM PC No. 201908002432)
(MAICSA 7020643)

Kuala Lumpur, Malaysia
15 August 2024

Notes:

1. Members may submit their questions to the Board of Directors of the Company ("**Board**") before the EGM via emails to EGM2024@mpbcb.com.my not later than 5.00 p.m. on 5 September 2024.
2. For purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 2 September 2024. Only a member whose name appear on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, participate and vote for and on his/its behalf.
3. A member entitled to attend, participate and vote at the EGM of the Company shall be entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate and vote in his/its place. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate and vote at the EGM shall have the same rights as the member to attend, participate and vote at the EGM and upon appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. A member of the Company, other than an exempt authorised nominee, may appoint not more than two (2) proxies to attend, participate and vote instead of the member at the EGM.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint not more than two (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.
6. Where a member 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
7. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Form of Proxy.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised.
9. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company/Share Registrar (where applicable) not less than 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 40th 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 Sdn Bhd's website at <https://www.metramanagement.com.my>. Kindly refer to the Procedure for Electronic Submission of Proxy Form in the Administrative Guide for EGM.If you have submitted your Proxy Form and subsequently decide to participate in the EGM personally, please write to corporate@mweh.com.my to revoke the earlier submitted Proxy Form not less than twenty-four (24) hours before the time fixed for the holding of the EGM or any adjournment thereof. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, kindly advise your proxy(ies) accordingly.
10. 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 forty-eight (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.
11. 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 forty-eight (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 under seal in accordance 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 (if any) and executed by:
 - (i) at least two authorised officers of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
12. 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 will be put to vote by way of poll.
13. There will be no distribution of door gifts or vouchers during the EGM.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representatives to attend, participate and vote at the EGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents); (a) for processing and administration of proxies and representatives appointed for the EGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, "the Purposes"); (ii) warrants that he or she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s) personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.