

NOTICE OF POSTPONEMENT OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponement of Nineteenth Annual General Meeting ("Postponement of 19th AGM") of the Company will be conducted on a fully virtual basis through live streaming and online remote voting from Broadcast Venue at Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan via the TIH Online website at <https://tih.online> on Tuesday, 3 August 2021 at 10.00 a.m. for the following purposes: -

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees and allowance of RM159,770 to the Non-Executive Directors in respect of the financial year ended 31 December 2020.
- To approve the payment of Directors' benefits of up to RM50,750 to the Non-Executive Directors for the period commencing from 1 January 2021 until the next annual general meeting of the Company.
- To re-elect the following Directors who are retiring in accordance with Article 90 of the Company's Constitution: -
 - Dato' Abdul Majid bin Ahmad Khan
 - Datuk Wira Lim Hock Guan, JP
 - Puan Nadhirah binti Abdul Karim
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to the Explanatory Note 1

Ordinary Resolution 1
(Please refer to the Explanatory Note 2)

Ordinary Resolution 2
(Please refer to the Explanatory Note 3)

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

As Special Business

To consider and, if thought fit, to pass with or without any modifications, the following resolutions:-

6. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or person whatsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being;

THAT the Directors be also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities");

AND THAT such authority shall be continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 7
(Please refer to the Explanatory Note 4)

7. PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company and its subsidiaries ("the Group") to enter into the specified recurrent transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 17 May 2021 ("the Circular") which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act, whichever is earlier;

THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information: -

- the type of transactions made; and
- the names of the related parties involved in each type of transactions made and their relationship with the Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate."

Ordinary Resolution 8
(Please refer to the Explanatory Note 5)

- To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board,

CHONG VOON WAH (SSM PC NO. 202008001343) (MAICSA 7055003)

Company Secretary

Petaling Jaya, Selangor

Date: 30 June 2021

Notes:

- The Postponement of 19th AGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities.
- 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 of the meeting.
- No member(s) or proxy(ies)/corporate representative(s)/attorney(s) shall be physically present or allowed to enter the Broadcast Venue on the day of the meeting.
- A member of the Company entitled to attend and vote is entitled to appoint another person as his/her/his proxy to exercise all or any of his/her/his rights to attend, participate (including to pose questions to the Board of Directors ("Board") of the Company) and vote in his stead. A member or his/her/his proxy(ies)/corporate representative(s)/attorney(s) must register himself/herself via the TIH Online website at <https://tih.online> to attend, participate and vote remotely via the RPV facilities. Please read these Notes carefully and follow the procedures as set out in the Administrative Guide of the Postponement of 19th AGM ("Administrative Guide") which is available from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or Company's corporate website at www.mgberhad.com.my in order to participate remotely via RPV facilities.
- A member or his/her/his proxy(ies)/corporate representative(s)/attorney(s) may pose his/her questions via the platform as set out in the Administrative Guide.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each Proxy. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with provision of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 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.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
- The appointment of a proxy may be made in hard copy form or by electronic form in the following manner not later than Monday, 2 August 2021 at 10.00 a.m.:
 - In hard copy form -
 - By hand or post to the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Stadium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or
 - By fax at 03-2783 9222 or e-mail to is.enquiry@tricorimj.com.
 - By electronic form -
 - To submit Proxy Form electronically via TIH Online at <https://tih.online>.

Please note that:-

- The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of 19th AGM dated 17 May 2021 ("Original Proxy Form") and Revised Proxy Form issued together with Notice of the Postponement of 19th AGM dated 25 May 2021 and 30 June 2021 ("Revised Proxy Form"). All Original Proxy Form and Revised Proxy Form deposited at the office of the Company's Share Registrar prior to this Notice shall remain valid and acceptable.
- If the Company receives both the Original Proxy Form and the Revised Proxy Form from same member, THE LATTER SHALL SUPERSEDE THE FORMER.
- In the event that the Company does not receive the duly executed Revised Proxy Form on or before Monday, 2 August 2021 at 10.00 a.m., the member who has deposited the Original Proxy Form at the office of the Company's Share Registrar is deemed to have appointed and authorised his/her/his proxy(ies) under the Original Proxy Form to attend, participate and vote remotely at the Postponement of 19th AGM of the Company.
- For the purpose of determining who shall be entitled to participate the Postponement of 19th AGM via RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 27 July 2021. Only members whose name appears on the Record of Depositors as at 27 July 2021 shall be entitled to participate and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of Postponement of 19th AGM will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Explanatory Notes to the Agenda:

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2020**
Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 - Payment of Directors' Fees and allowance to Non-Executive Directors**
The breakdown of the proposed payment of Directors' Fees and meeting allowance to Non-Executive Directors amounting to RM159,770 for the financial year ended 31 December 2020 is set out below:

	RM
Directors' Fees	135,520
Meeting Allowance	24,250
Total	159,770

The payment of the Directors' Fees and allowance in respect of the financial year ended 31 December 2020 will only be made if the proposed Ordinary Resolution 1 has been passed at the Postponement of 19th AGM.

- Ordinary Resolution 2 - Directors' benefits from 1 January 2021 to the next annual general meeting of the Company**
The Directors' benefits payable to the Non-Executive Directors of up to RM50,750 comprise of meeting allowance which will only be made by the Company as and when incurred if the proposed Ordinary Resolution 2 has been passed at the Postponement of 19th AGM. In determining the estimated total amount of the Directors' benefits, the Board has considered the number of scheduled meetings for the Board, Board Committees and general meetings as well as number of Non-Executive Directors involved in the meetings.
- Ordinary Resolution 7 - Authority to Allot and Issue Shares**
The Ordinary Resolution proposed under Resolution 7 above for the renewal of general mandate in relation to the authorisation for allotment and issuance of shares by the Directors, if passed, will enable the Directors to issue up to 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting.
The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisition.
As at the date of this Notice, no new share of the Company was issued pursuant to the mandate granted to the Directors at the Eighteenth Annual General Meeting held on 24 July 2020.
- Ordinary Resolution 8 - Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
Ordinary Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions in its ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This will reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The shareholders' mandate is mandated to be subject to renewal on an annual basis.
Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 17 May 2021.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Postponement of 19th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data (or its agents) for the purposes of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Postponement of 19th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Postponement of 19th AGM (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.