



# MALAYSIA MARINE AND HEAVY ENGINEERING HOLDINGS BERHAD

Registration No. 198901001515 (178821-X)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Seventh Annual General Meeting (37th AGM) of Malaysia Marine and Heavy Engineering Holdings Berhad (MHB or the Company) will be held on Monday, 11 May 2026 at 10.00 a.m. at the Grand Ballroom, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur, Malaysia (Main Venue) and virtually by way of electronic means via Remote Participation Platform and Electronic Voting Facilities provided by Boardroom Share Registrars Sdn Bhd for the transaction of the following business:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.  
*Refer to Explanatory Note 1*
- To re-elect the following Directors, who retire pursuant to Rule 21.7 of the Company's Constitution and being eligible, offer themselves for re-election:-
  - Mohammad Salmi Abdullah; and **Resolution 1**
  - Puspa Hanita Abd Aziz. **Resolution 2**  
*Refer to Explanatory Note 2*
- To re-elect the following Directors, who retire pursuant to Rule 21.8 of the Company's Constitution and being eligible, offer themselves for re-election:-
  - Mohammad Suhaimi Mohd Yasin; and **Resolution 3**
  - Azhar Noordin. **Resolution 4**  
*Refer to Explanatory Note 2*
- To approve the payment of Non-Executive Directors' Remuneration which comprises Fees and Benefit up to RM2,285,500.00 for the period from 11 May 2026 until the conclusion of the next AGM of the Company to be held in 2027.  
*Refer to Explanatory Note 3*
- To re-appoint Messrs Ernst & Young PLT, as Auditors of the Company, for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **Resolution 6**  
*Refer to Explanatory Note 4*
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** only members whose names appear on the General Meeting Record of Depositors or Register of Members as at 4 May 2026 shall be entitled to attend and vote at the 37th AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and vote on its behalf.

#### By Order of the Board

**Shahrin Albakri Mustafa Albakri** MACS (M01832)

SSM Practising Certificate No. 202108000633

**Haniza Sabaran** FCIS (CS) (CGP) (MAICSA 7032233)

SSM Practising Certificate No. 201908001761

Company Secretaries

Kuala Lumpur

10 April 2026

#### Notes:

##### 1. Hybrid 37th AGM

- The 37th AGM of the Company will be held on a hybrid mode whereby member(s), proxy(ies) or corporate representative(s) or attorney(s) will have an option, either:-
  - To attend **physically** in person at the Main Venue (**Physical Attendance**); OR
  - To attend **virtually** using the Remote Participation and Electronic Voting (RPEV) facilities which are available on the Boardroom Smart Investor Portal (BSIP) at <http://investor.boardroomlimited.com> to be provided by Boardroom Share Registrars Sdn Bhd (Boardroom), the appointed Pool Administrator for this AGM (**Virtual Attendance**).

Please refer to the Administrative Notes for the full guide to Physical Attendance and Virtual Attendance at the 37th AGM.

- All member(s), proxy(ies) or corporate representative(s) or attorney(s) who wish to attend the 37th AGM either physically or remotely **must register** as user of the RPEV and then **pre-register** their attendance to verify eligibility to attend the 37th AGM based on the General Meeting Record of Depositors as at 4 May 2026 and to confirm their mode of attendance.

##### 2. Proxy and/or Authorised Representative

- A member of the Company shall be entitled to appoint another person(s) as his/her proxy(ies) to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, in accordance with Section 334(1) of the Companies Act 2016 (the Act).
- A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account and the number of shares to be represented by each proxy must be clearly indicated.
- Where a member of the Company 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy. 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.
- A member which is a corporation may by resolution of its board or other governing body authorise a person or persons to act as its representative or representatives at the 37th AGM or its adjournment thereof in accordance with Rule 20.13 of the Company's Constitution.
- The proxy form must be signed by the appointor of the proxy, or its attorney duly authorised in writing. In the case of a corporation, the proxy form shall be executed under its common seal or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.

- The appointment of proxy may be made in a hardcopy form or by electronic means as specified below and must be received by the Company not less than forty-eight (48) hours before the time appointed for the holding the 37th AGM, or in the event the 37th AGM is adjourned, not less than twenty-four (24) hours before the time appointed for the taking of the poll at the adjourned 37th AGM:-

##### (a) In hardcopy form:

The original proxy form shall be deposited at the Share Registrar's office, Boardroom, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

##### (b) By electronic means:

The proxy form can be deposited by electronic submission at <https://investor.boardroomlimited.com>. Please refer to the Administrative Notes for further information on the electronic submission. Alternatively, the proxy form can be emailed to Boardroom at [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com)

Any alteration to the instrument appointing the proxy must be initialled.

- By submitting the duly executed proxy form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 37th AGM and any adjournment thereof.

##### 3. Voting by poll

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad, voting at the 37th AGM will be conducted by poll. The Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/e-voting process and verify the results of the poll, respectively.

#### Explanatory Notes on Ordinary Business

##### 1. Audited Financial Statements for the financial year ended 31 December 2025

This Agenda item is meant for discussion only as Section 340(1) of the Act does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this Agenda item is not put forward for voting.

##### 2. Re-election of Directors

###### (a) Rule 21.7 of the Company's Constitution

Rule 21.7 provides that the Board may, at any time, appoint a Director in addition to the existing Directors or to fill a casual vacancy, and a Director appointed under this Rule shall hold office until the next following AGM of the Company when he/she shall retire and be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

At the 37th AGM, Mohammad Salmi Abdullah and Puspa Hanita Abd Aziz will retire and being eligible, have offered themselves for re-election.

###### (b) Rule 21.8 of the Company's Constitution

Rule 21.8 provides that an election of Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Unless otherwise provided by the terms of his/her appointment, a Director appointed or confirmed by ordinary resolution shall retire at the AGM in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the meeting. A retiring Director shall retain office until the close of the meeting at which he retires.

At the 37th AGM, Mohammad Suhaimi Mohd Yasin and Azhar Noordin will retire and being eligible, have offered themselves for re-election.

For the purpose of recommending the Directors standing for re-election at the 37th AGM, the Board had, through its Board Nomination & Remuneration Committee (BNRC) reviewed and considered the following:

- the Directors' performance and contribution based on the Board Effectiveness Evaluation and Individual Directors' Performance Assessment for the financial year ended 2025 results;
- the level of independence demonstrated by the Independent Directors i.e., Mohammad Salmi Abdullah, Puspa Hanita Abd Aziz, Mohammad Suhaimi Mohd Yasin and Azhar Noordin and their ability to act in the best interests of the Company;
- the outcome of Conflict-of-Interest Assessment reviewed by the Board Audit Committee;
- the Directors' fitness and propriety with reference to the Directors' Fit and Proper Policy of the Company; and
- the Independence confirmation by relevant Independent Directors.

Based on the aforesaid review, the Board and BNRC are satisfied that the retiring Directors have met the criteria required of an effective and contributing Director. The Board is satisfied that the Directors standing for re-election have discharged their duties and responsibilities effectively and efficiently. Noting the positive assessment results, the Board endorsed BNRC's recommendation that the retiring Directors; Mohammad Salmi Abdullah, Puspa Hanita Abd Aziz, Mohammad Suhaimi Mohd Yasin and Azhar Noordin are eligible to stand for re-election at the 37th AGM.

Mohammad Salmi Abdullah, Puspa Hanita Abd Aziz, Mohammad Suhaimi Mohd Yasin and Azhar Noordin have abstained from deliberation and voting on the resolution in respect of their re-election at the BNRC and Board meeting.

Being eligible, all four (4) Directors have consented and offered themselves to be re-elected as Directors of the Company. The profile of retiring Directors is set out in the Profiles of the Board of Directors on pages 186 to 195 of the Integrated Annual Report 2025.

Members are recommended to approve the re-elections of Mohammad Salmi Abdullah, Puspa Hanita Abd Aziz, Mohammad Suhaimi Mohd Yasin and Azhar Noordin under Ordinary Resolutions 1, 2, 3, and 4, respectively.

##### 3. Payment of Remuneration to the Non-Executive Directors (NEDs) for the period from 11 May 2026 until the conclusion of the next AGM of the Company to be held in 2027

The Company seeks members' approval at the 37th AGM for the proposed payment of Directors' Fees and Benefits of an amount up to RM2,285,500.00 from the period from 11 May 2026 until the conclusions of the next AGM of the Company to be held in 2027.

The calculation is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM is nine (9).

The Board will seek members' approval at the next AGM in the event the Directors' Fees and Benefits is insufficient.

Please refer to pages 213 to 214 of the Corporate Governance Overview Statement in the Company's Integrated Annual Report 2025, for details of the Directors' Fees and Benefits for the financial year ended 31 December 2025.

##### 4. Re-appointment of Auditors

The Board Audit Committee (BAC) at its meetings on 13 February 2026 reviewed the performance of Messrs Ernst & Young PLT (EY) and recommended the re-appointment for the financial year ending 31 December 2026 (FY2026).

EY have met the criteria prescribed under Paragraph 15.21 of the MMLR and indicated their willingness to continue their services for the next financial year.

The Board at its meeting on 12 March 2026 endorsed the BAC's recommendation to seek members' approval at the 37th AGM for the appointment of EY as external auditors of the Company for the FY2026 under Ordinary Resolution 6 in accordance with Section 340(1)(c) and Section 274(1)(a) of the Act.

##### 5. Abstention from Voting

Any Directors referred to in Ordinary Resolution 1 to 4, who are members of the Company will abstain from voting on the resolution in respect of his/her re-election at the 37th AGM.

All the NEDs who are members of the Company will abstain from voting on Ordinary Resolution 5 concerning remunerations of the NEDs of the Company, at the 37th AGM.