

NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth (“**19th**”) Annual General Meeting (“**AGM**”) of MY E.G. SERVICES BERHAD (“**MYEG**” or “**Company**”) will be held as a virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities via Vote2U at <https://web.vote2u.app> from the broadcast venue at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Thursday, 6 August 2020 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice.

AGENDA

AS ORDINARY BUSINESS

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| 1. To lay the audited financial statements for the financial period ended 31 December 2019 (“ FP2019 ”) together with the Reports of the Directors and Auditors thereon. | Please refer to Note A |
| 2. To approve a final single-tier dividend of 2.0 sen per ordinary share in respect of the FP2019. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of the Company and its subsidiaries from 1 October 2018 to 31 December 2019. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors retiring pursuant to Clause 95 of the Constitution of the Company: | |
| 4.1 Mr Wong Thean Soon | Ordinary Resolution 3 |
| 4.2 Tan Sri Dato’ Dr Muhammad Rais Bin Abdul Karim | Ordinary Resolution 4 |
| 5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

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| 6. PROPOSED CONTINUATION IN OFFICE OF DATUK MOHD JIMMY WONG BIN ABDULLAH AS INDEPENDENT NON-EXECUTIVE DIRECTOR | Ordinary Resolution 6 |
| <p>“THAT approval be and is hereby given to Datuk Mohd Jimmy Wong Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of thirteen (13) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM (“20th AGM”) in accordance with the Malaysian Code on Corporate Governance (“MCCG”).”</p> | |
| 7. PROPOSED CONTINUATION IN OFFICE OF TAN SRI DATO’ DR MUHAMMAD RAIS BIN ABDUL KARIM AS INDEPENDENT NON-EXECUTIVE DIRECTOR | Ordinary Resolution 7 |
| <p>“THAT approval be and is hereby given to Tan Sri Dato’ Dr Muhammad Rais Bin Abdul Karim who has served as an Independent Non-Executive Director of the Company for a cumulative term of eleven (11) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the 20th AGM in accordance with the MCCG.”</p> | |
| 8. PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY | Ordinary Resolution 8 |
| <p>“THAT, subject to the Companies Act 2016 (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company (“MYEG Shares”) comprised in the Company’s total number of issued shares, such purchases to be made through the Bursa Securities subject further to the following:</p> | |

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- (i) the aggregate number of MYEG Shares which may be purchased and/or held by the Company shall be up to 10% of the total number of issued MYEG Shares for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the MYEG Shares shall not exceed the total retained profits of the Company. As at 31 December 2019, the audited retained profits of the Company were approximately RM490.61 million;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the 20th AGM, following the 19th AGM at which the Proposed Renewal of Authority for Purchase of Own Shares by the Company was passed, at which time it will lapse unless an ordinary resolution is passed at the 20th AGM, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the 20th AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority; and

- (iv) upon completion of the purchase(s) of the MYEG Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the MYEG Shares in the following manner:
 - (a) cancel the MYEG Shares purchased; or
 - (b) retain the MYEG Shares purchased as treasury shares; or
 - (c) retain part of the MYEG Shares purchased as treasury shares and cancel the remainder of the MYEG Shares purchased; or
 - (d) distribute the treasury shares as dividends to shareholders and/or resell on the market of Bursa Securities and/or transfer the MYEG Shares or any of the MYEG Shares for the purposes of or under an employees' share scheme and/or transfer the MYEG Shares or any of the MYEG Shares as purchase consideration and/or cancel all or part of them and/or sell, transfer or otherwise use the MYEG Shares for such other purposes as minister charged with the responsibility for companies may by order prescribe; or
 - (e) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the MYEG Shares with full power to assent to any condition, modification, variation and/or amendments as may be imposed by the relevant authorities and to take all such step as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

9. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

Special Resolution 1

"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue MYEG Shares, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of MYEG Shares to be issued does not exceed 10% of the total number of issued MYEG Shares (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional MYEG Shares so issued on the Bursa Securities and THAT such authority shall continue to be in force until the conclusion of the 20th AGM of the Company."

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10. To transact any other business that may be transacted at the 19th AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

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

Selangor Darul Ehsan
29 June 2020

EXPLANATORY NOTES:

(A) Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders. Hence, this item is not put forward for voting.

(B) Ordinary Resolution 6 and 7 – Proposed Continuation in office of Datuk Mohd Jimmy Wong Bin Abdullah and Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim as Independent Non-Executive Directors

Practice 4.2 of the MCCG provides that shareholders' approval be sought in the event that the Company intends for an Independent Director who has served in the capacity for more than nine (9) years, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Datuk Mohd Jimmy Wong Bin Abdullah and Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim who have served as Independent Non-Executive Directors of the Company for a cumulative term of thirteen (13) years and eleven (11) years respectively to continue to act as Independent Non-Executive Directors of the Company.

The Board through the Nomination Committee had assessed and endorsed that Datuk Mohd Jimmy Wong Bin Abdullah and Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim be retained as Independent Non-Executive Directors of the Company as they have continued to display high level of integrity and are objective in their judgement and decision-making in the best interest of the Company, shareholders and stakeholders and are able to express unbiased views without any influence. The detailed justifications are as set out in the Annual Report.

(C) Ordinary Resolution 8 - Proposed Renewal of Authority for Purchase of Own Shares by the Company

The proposed Ordinary Resolution 8 if passed, will empower the Company to purchase and/or hold up to 10% of the total number of issued MYEG Shares. This authority unless revoked or varied by the Company at a general meeting will expire at the 20th AGM of the Company.

Please refer to the Share Buy-Back Statement dated 29 June 2020 for further information.

(D) Special Resolution 1 – Proposed Authority to Allot and Issue Shares by Directors pursuant to Section 76 of the Companies Act 2016

The proposed Special Resolution 1, if passed, will give flexibility to the Directors of the Company to issue shares and allot up to a maximum of 10% of the total number of issued MYEG Shares (excluding treasury shares) at the time of such allotment and issuance of MYEG Shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the 20th AGM of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new MYEG Shares for future business opportunities for the purpose of funding investment project(s), working capital and/or acquisitions and thereby reducing administrative time and cost associated with the convening of such meeting(s). No MYEG Shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 14 March 2019 and hence no proceeds were raised therefrom.

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PARTICIPATION AND PROXY:

1. The 19th AGM of the Company will be held as a virtual meeting through live streaming and online remote voting using RPV facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely through the RPV facilities.
2. In compliance with Section 327(2) of the Act, the Chairman shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia's Guidance Note, the Broadcast Venue will be strictly limited to only essential individuals for organising and conducting the virtual AGM. No shareholders and proxy(ies) will be allowed to be physically present nor enter the Broadcast Venue.
3. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, voting at the 19th AGM 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.
4. A member entitled to attend, participate and vote at the virtual meeting is entitled to appoint a proxy(ies) to attend and vote in his/her stead. If the proxy(ies) is not a member of the Company, he/she need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies and there shall be no restriction as to qualification of the proxy(ies).
5. A member shall be entitled to appoint up to two (2) proxies or attorneys or authorised representatives to vote at the same virtual meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
6. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
7. An instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorised and in the case of corporation shall be either under its common seal or under the hand of an officer or attorney duly authorised.
8. The instrument appointing a proxy 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 Ground Floor or 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 meeting (no later than Tuesday, 4 August 2020 at 10:00 a.m.) or any adjourned virtual meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

Alternatively, individual shareholders may choose to submit the electronic Proxy Form ("**e-Proxy Form**") using RPV facilities via Vote2U at <https://web.vote2u.app> no later than Tuesday, 4 August 2020 at 10:00 a.m. Please refer to the Administrative Guide for the procedures to submit the e-Proxy Form through the RPV facilities.
9. The appointment of the proxy(ies) will be **INVALID** if the Proxy Form is not completed correctly in accordance with the instructions stated in the form.
10. In respect of deposited securities, only members whose names appear on the Record of Depositors on 29 July 2020 (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.

MODE OF COMMUNICATION:

Prior to the 19th AGM, shareholders may submit questions to the Board of Directors at www.myeg.com.my/investor_relations (under the "General Meeting" tab) latest by 3 August 2020. During the 19th AGM, shareholders may submit questions by clicking on "Ask Question" on the RPV facilities while participating in the virtual meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the 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 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 19th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.