



MITRAJAYA HOLDINGS BERHAD
Registration No. 199301013519 (268257-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting ("30th AGM") of the Company will be held at Mitrajaya Training Centre, B-04-10, Block B, Jalan Prima 5/5, Pusat Perdagangan Puchong Prima, Persiaran Prima Utama, Taman Puchong Prima, 47150 Puchong, Selangor Darul Ehsan on Wednesday, 14 June 2023 at 10.00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon.
- To declare a first and final single tier cash dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2022. **Resolution 1**
- To approve the payment of Directors' Fees of up to RM94,250 to the Non-Executive Directors for the period from 1 January 2022 to 30 June 2023. **Resolution 2**
- To approve the payment of allowances of not more than RM80,000 for the period from July 2023 to June 2024. **Resolution 3**
- To re-elect the following Directors who are retiring pursuant to the Constitution of the Company:
 - Roland Kenneth Selvanayagam (Article 129) **Resolution 4**
 - Cho Wai Ling (Article 129) **Resolution 5**
 - Bibhuti Nath Jha (Article 128) **Resolution 6**
 - Datuk Mahdi Bin Morad (Article 128) **Resolution 7**
 - Dato' Sivaloganathan A/L Yoganathan (Article 128) **Resolution 8**
 - Ir Aik Siaw Kong (Article 128) **Resolution 9**
- To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 10**
- SPECIAL BUSINESS**
To consider and if thought fit, pass the following Resolutions:

ORDINARY RESOLUTION

Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit without first offer to holders of existing issued shares of the Company provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION

Proposed Renewal of Authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company ("Proposed Renewal of Share Buy-Back")

"THAT subject to the provisions under the Companies Act 2016 ("Act"), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all prevailing laws, rules, regulations, orders and guidelines as well as the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("MHB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of MHB Shares purchased pursuant to this resolution or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase;

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back shall not exceed the Company's retained profits account;

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders and guideline and requirements issued by any relevant authorities for the time being in force to deal with any MHB Shares so prescribed by the Company in the following manner:-

- to cancel the MHB Shares so purchased;
- to retain the MHB Shares so purchased as treasury shares for distribution as share dividends to the shareholders of MHB and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
- to transfer as share award or share consideration; or
- combination of (i), (ii) and (iii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this Ordinary Resolution until:-

- the conclusion of the Company's next Annual General Meeting following the general meeting at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution;
 - the passing of the date on which the Company's next Annual General Meeting is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution that the shareholders pass in general meeting;
- whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Renewal of Share Buy-Back with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities."

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a first and final single tier cash dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2022, if so approved at the Thirtieth Annual General Meeting, will be paid on 26 July 2023 to Shareholders whose names appear in the Records of Depositors at the close of business on 30 June 2023.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 30 June 2023 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

LEONG OI WAH (MAICSA 7023802)
SSM Practicing Certificate No. 201908000717
Company Secretary

28 April 2023

Notes:

- A member entitled to attend and vote at the 30th AGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.
- When a member appoints more than one proxy (subject always to a maximum of two proxies at each meeting), the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 9, Blok D, Pusat Perdagangan Puchong Prima, Persiaran Prima Utama, Taman Puchong Prima, 47150 Puchong, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Depositors who appear in the Record of Depositors as at 7 June 2023 shall be regarded as Members of the Company entitled to attend the 30th AGM or appoint a proxy to attend and vote on his behalf.

Explanatory Notes

- Ordinary Resolutions No. 4, 5, 6, 7, 8 and 9

For the purpose of determining the eligibility of the Directors to stand for re-election at the 30th AGM, the Board through its Nomination and Remuneration Committee had assessed Mr Roland Kenneth Selvanayagam, Ms Cho Wai Ling, Mr Bibhuti Nath Jha, Dato' Sivaloganathan A/L Yoganathan, Datuk Mahdi Bin Morad and Ir Aik Siaw Kong (collectively "the Retiring Directors"). The Retiring Directors were assessed on their performance and understanding of the Group's business. Their active participation at the Board meetings showed that there were prepared and were effective in the discharge of his responsibilities. No circumstances have arisen in the past year to impair the independent judgement of Retiring Directors on matters brought for Board discussion and they have always acted in the best interest of the Company as a whole.

Based on the wealth of experience of the Retiring Directors and the skills that they can bring to the Company, the Board views that their re-election would bring benefits to the Company.

Based on the above, the Board supports the re-election of the Retiring Directors.

- Ordinary Resolution No. 11

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company ("General Mandate"). This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The Board is of the view that the General Mandate is in the best interest of the Company and its shareholders as the Company may need to undertake a fund-raising exercise expeditiously and for larger amount of proceeds to be raised to counter any potential bearish market price of the Company's shares.

The tabling of the General Mandate at the 30th AGM is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this General Mandate is for possible fund-raising exercises including but not limited to placement of shares for purpose of funding of working capital, capital expenditures, settlement of trade and non-trade creditors, repayment of banking facilities or as consideration for strategic investments.

The General Mandate to allot and issue shares, if passed, will give authority to the Directors of the Company, from the date of the AGM, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

In accordance with Clause 13 of the Company's Constitution, the passing of the Ordinary Resolution No. 11 shall be taken as the members agreement for the new shares of the Company to be issued to such persons as the Director may deem fit without first offer to holders of existing shares.

- Ordinary Resolution No. 12

Please refer to the Statement to Shareholders dated 28 April 2023.