

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

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MY E.G. SERVICES BERHAD
[Registration No. 200001003034 (505639-K)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS TO THE DIRECTORS OF MY E.G. SERVICES BERHAD ("MYEG" OR "COMPANY")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("**EGM**") of MYEG 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.my> 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, 1 July 2021 at 11.00 a.m. or immediately following the conclusion or adjournment of the Twentieth Annual General Meeting of MYEG scheduled to be held on the same day at 10.00 a.m., whichever is later. The Notice of EGM and the Proxy Form are enclosed together with this Circular.

You are entitled to attend, participate and vote remotely at the EGM using RPV facilities via Vote2U at <https://web.vote2u.my>. If you are unable to attend and vote remotely at the EGM, you are entitled to appoint proxy(ies) by completing and lodging the Proxy Form enclosed in this Circular in accordance with the instructions therein to 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 set for holding the EGM or any adjournment thereof. Alternatively, individual shareholder(s) may choose to submit the electronic Proxy Form ("**e-Proxy Form**") using RPV facilities via Vote2U at <https://web.vote2u.my>, not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof. The lodging of the Proxy Form / e-Proxy Form will not preclude you from attending, participating and voting remotely in person at the EGM should you subsequently wish to do so, but if you do, your proxy(ies) shall be precluded from attending the EGM.

Last date and time for lodging the Proxy Form : Tuesday, 29 June 2021 at 11.00 a.m., or any adjournment thereof
Date and time of the EGM : Thursday, 1 July 2021 at 11.00 a.m., or any adjournment thereof

This Circular is dated 17 June 2021

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	:	The Companies Act 2016, as amended from time to time and all regulations made thereunder and any re-enactment thereof.
Board	:	The Board of Directors of MYEG.
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)].
Bylaw(s)	:	The bylaw(s) governing the ESOS as approved by Shareholders on 6 August 2020.
CDS	:	Central Depository System governed under the Securities Industry (Central Depositories) Act 1991, as amended from time to time and all regulations made thereunder and any re-enactment thereof.
Circular	:	This circular dated 17 June 2021 in relation to the Proposed Allocation of ESOS Options.
Director(s)	:	The director(s) of MYEG and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets And Services Act 2007 (and any amendments from time to time and any re-enactment thereof).
EGM	:	The extraordinary general meeting of MYEG.
Eligible Person(s)	:	The eligible Directors and employees of MYEG and its subsidiaries that are not dormant, who meet the criteria of eligibility for participation in the ESOS as set out in the Bylaw(s).
EPS	:	Earnings per share.
ESOS	:	Employees' share option scheme of up to 10% of the total number of issued shares of MYEG (excluding treasury shares, if any) at any point in time over the duration of the ESOS, of which has been approved by the Shareholders at the EGM held on 6 August 2020.
ESOS Committee	:	The committee to be duly appointed and authorised by the Board pursuant to the Bylaw(s) to administer the ESOS.
ESOS Option(s)	:	The option(s) to subscribe for MYEG Shares under the ESOS to be granted to Eligible Person(s)
FYE	:	Financial year ended/ ending
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities and any amendments from time to time
LPD	:	27 May 2021, being the latest practicable date prior to the printing and despatch of this Circular
MYEG	:	MY E.G. Services Berhad [Registration No. 200001003034 (505639-K)]
MYEG Group or Group	:	MYEG and its subsidiaries, collectively
MYEG Share(s) or Share(s)	:	Ordinary share(s) in MYEG

DEFINITIONS (CONT'D)

Offer Date : Date on which an offer is made by the ESOS Committee in writing to a selected Eligible Person to participate in the ESOS.

Proposed Allocation of ESOS Options : The proposed allocation of ESOS Options to the following Directors of MYEG:-

- (i) Dato' Dr Norraesah Binti Haji Mohamad;
- (ii) Wong Thean Soon;
- (iii) Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim;
- (iv) Datuk Mohd Jimmy Wong Bin Abdullah;
- (v) Wong Kok Chau; and
- (vi) Dato' Sri Mohd Mokhtar Bin Mohd Shariff,

provided always that it is in accordance to the terms and conditions and/or adjustments which may be made in accordance with the Bylaw(s) and any prevailing requirements issued by Bursa Securities or any other relevant authorities as amended from time to time.

Shareholder(s) : Shareholder(s) of MYEG

All references to "we", "us", "our" and "ourselves" are made to MYEG, or where the context requires, shall include our subsidiaries.

All references to "you" in this Circular are made to Shareholders who are entitled to attend and vote at the forthcoming EGM.

Unless specifically referred to, words denoting incorporating the singular shall, where applicable include the plural and vice versa and words denoting incorporating the masculine gender shall where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, respectively, unless otherwise specified. Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

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MY E.G. SERVICES BERHAD
[Registration No. 200001003034 (505639-K)]
(Incorporated in Malaysia)

Registered Office

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

17 June 2021

Board of Directors

Dato' Dr Norraesah Binti Haji Mohamad (*Executive Chairman*)
Wong Thean Soon (*Group Managing Director*)
Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim (*Independent Non-Executive Director*)
Datuk Mohd Jimmy Wong Bin Abdullah (*Independent Non-Executive Director*)
Wong Kok Chau (*Independent Non-Executive Director*)
Dato' Sri Mohd Mokhtar Bin Mohd Shariff (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/ Madam,

PROPOSED ALLOCATION OF ESOS OPTIONS

1. INTRODUCTION

On 6 August 2020, Shareholders' approval had been obtained at the EGM held on the even date for establishment of an ESOS for the eligible Directors and employees of MYEG Group that are not dormant, who meet the criteria of eligibility for participation in the ESOS as set out in the Bylaw(s).

The Directors are eligible to participate in the ESOS, provided such entitlement under the ESOS is approved by Shareholders at a general meeting.

On the same day, the Board informed the Shareholders that, in view of the prevailing broader economic and market conditions at the time arising from the outbreak of the COVID-19 pandemic, it is withdrawing the resolutions set out below pertaining to the allocation of ESOS Options to eligible directors, although the resolution on ESOS Options for all eligible employees would proceed to be put forward for voting in the interests of incentivizing employee performance amidst the challenging backdrop:-

- (i) proposed allocation of ESOS Options to Dato' Dr Norraesah Binti Haji Mohamad;
- (ii) proposed allocation of ESOS Options to Wong Thean Soon;
- (iii) proposed allocation of ESOS Options to Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim;
- (iv) proposed allocation of ESOS Options to Datuk Mohd Jimmy Wong Bin Abdullah; and
- (v) proposed allocation of ESOS Options to Wong Kok Chau.

On 24 December 2020, MYEG had implemented the ESOS, being the effective date of the ESOS (“**ESOS Effective Date**”).

On 10 June 2021, the Board had further announced that MYEG wishes to seek Shareholders’ approval on the Proposed Allocation of ESOS Options to the following eligible Directors of MYEG, taking into account any changes in the Board composition since the conclusion of the EGM held on 6 August 2020 until the LPD:-

- (i) Dato’ Dr Norraesah Binti Haji Mohamad;
- (ii) Wong Thean Soon;
- (iii) Tan Sri Dato’ Dr Muhammad Rais Bin Abdul Karim;
- (iv) Datuk Mohd Jimmy Wong Bin Abdullah;
- (v) Wong Kok Chau; and
- (vi) Dato’ Sri Mohd Mokhtar Bin Mohd Shariff (appointed on 9 November 2020),

provided always that it is in accordance to such terms and conditions and/or adjustments which may be made in accordance with the Bylaw(s) and any prevailing requirements issued by Bursa Securities or any other relevant authorities as amended from time to time.

As the ESOS has been implemented on 24 December 2020 and the basis of allocation has been determined for all the employees, the Board is of the view that the objectives of the ESOS Options be more effectively met by providing for a more comprehensive scheme that also includes the participation of eligible Directors, and that in light of an improved global economic outlook, conditions are more favourable for such implementation. The Proposed Allocation of ESOS Options is also in line with the rationale and justifications listed in Section 3 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSED ALLOCATION OF ESOS OPTIONS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSED ALLOCATION OF ESOS OPTIONS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ALLOCATION OF ESOS OPTIONS

The Proposed Allocation of ESOS Options, if approved, will allow the Company to allocate the ESOS Options to the following eligible Directors of MYEG:-

No.	Name	Designation
1.	Dato’ Dr Norraesah Binti Haji Mohamad	Executive Chairman
2.	Wong Thean Soon	Group Managing Director
3.	Tan Sri Dato’ Dr Muhammad Rais Bin Abdul Karim	Independent Non-Executive Director
4.	Datuk Mohd Jimmy Wong Bin Abdullah	Independent Non-Executive Director
5.	Wong Kok Chau	Independent Non-Executive Director
6.	Dato’ Sri Mohd Mokhtar Bin Mohd Shariff	Independent Non-Executive Director

provided always that it is in accordance to the terms and conditions and/or adjustments which may be made in accordance with the Bylaw(s) and any prevailing requirements issued by Bursa Securities or any other relevant authorities as amended from time to time.

The basis of allotment and maximum allowable allotment that will be offered to the above Directors pursuant to the Proposed Allocation of ESOS Options is determined by the ESOS

Committee after taking into consideration, amongst others and where relevant, the length of service, performance appraisal and past and future contributions of the above Directors which is consistent with the basis of allotment for all other eligible employees and is subject to the following:-

- i. The Directors do not participate in the deliberation or discussion of their respective allocation of ESOS Options as well as allocation of ESOS Options to persons connected with them, if any;
- ii. The allocation to the above Directors, who either singly or collectively, through persons connected to them, holds 20% or more of the total number of issued MYEG Shares (excluding treasury shares, if any), must not exceed 10% of the total number of MYEG Shares to be made available under the ESOS; and
- iii. not more than 50% of the total number of MYEG Shares to be made available under the ESOS shall be allocated, in aggregate, to the Directors and senior management of our Group (excluding dormant subsidiaries), on the basis that they are crucial to the performance of our Group as determined by the ESOS Committee at their sole and absolute discretion,

provided always that it is in accordance with any prevailing requirements issued by Bursa Securities or any other relevant authorities as amended from time to time.

The ESOS is administered by the ESOS Committee. The ESOS Committee is vested with such powers and duties as are conferred upon it by our Board to administer the ESOS in such manner it shall at its discretion deem fit, in accordance with the provisions set out in the Bylaw(s). The decision as to whether the allocation of the ESOS Options will be granted on staggered basis over the duration of the ESOS will be determined by the ESOS Committee at a later date.

The ESOS Committee is entitled to prescribe or impose, in relation to any offer, any condition relating to any retention period or restriction on transfer of the MYEG Shares as it deems fit. Pursuant to Paragraph 8.20 of the Listing Requirements, an eligible Director who is a non-executive Director of MYEG and/ or any of its subsidiaries, which are not dormant, shall not sell, transfer or assign the MYEG Shares obtained through the exercise of the ESOS Options offered to him/ her within 1 year from the Offer Date.

The ESOS Committee has the discretion to determine whether the ESOS Options are subject to any vesting period and if so, the vesting conditions and whether such vesting conditions are subject to performance target. As at the date of this Circular, the ESOS Committee has yet to determine any specific performance targets, which are required to be achieved before the exercise of ESOS Options by an Eligible Person. The ESOS Committee has the discretion to determine whether the Eligible Person is required to achieve any specific performance target(s) before he/ she may exercise the ESOS Options granted to him/ her. Any such performance target(s) if set, shall be stated in the offer letter to the Eligible Person.

In the event that any eligible Directors is a member of the ESOS Committee, such eligible Director(s) who are also members of the ESOS Committee shall not participate in the deliberation, discussion and/or voting of the ESOS Options to such eligible Director(s).

3. RATIONALE AND JUSTIFICATIONS FOR THE PROPOSED ALLOCATION OF ESOS OPTIONS

The Proposed Allocation of ESOS Options to the Executive Directors is expected to achieve the following objectives:-

- i. to align the interests of the Executive Directors with those of Shareholders' through the achievement of our Group's objectives and plans;

- ii. to foster and reinforce the Executive Directors' sense of belonging to our Group by enabling them to participate directly in our equity, thereby encouraging the Executive Directors to contribute more actively to the operations and future growth and success of our Group;
- iii. to recognise and reward the Executive Directors by giving recognition to their contributions and services that are considered vital to the operations, hence motivating performance to create sustainable growth and profitability for our Group; and
- iv. to retain, motivate and reward the Executive Directors by allowing them to participate in our Group's profitability.

Whereas the Proposed Allocation of ESOS Options to the Non-Executive Directors is expected to achieve the following objectives:-

- i. to attract and retain suitable persons to serve as Non-Executive Directors to contribute towards effective and balanced decision-making at the Board; and
- ii. to recognise their contribution towards the growth and performance of our Group.

4. EFFECTS OF THE PROPOSED ALLOCATION OF ESOS OPTIONS

The Proposed Allocation of ESOS Options is not expected to have material effect on the issued share capital; net asset per share and gearing level; substantial shareholding structure; earnings and EPS of the Company. As at the LPD, we do not have any convertible securities and we have not issued any ESOS Options.

5. APPROVALS REQUIRED/ OBTAINED

The Proposed Allocation of ESOS Options is subject to the approval from Shareholders at the forthcoming EGM.

The approval for the listing and quotation for new MYEG Shares to be issued from time to time pursuant to the ESOS has been obtained from Bursa Securities on 29 June 2020. The Company had subsequently at the EGM held on 6 August 2020 obtained approval from the Shareholders for the establishment of the ESOS.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED TO THEM

None of the Directors, major Shareholders and/ or persons connected to them have any interest, either direct or indirect, in the Proposed Allocation of ESOS Options, save for the following:-

All Directors who are eligible to participate in the Proposed Allocation of ESOS Options, and are therefore deemed interested to the extent of their respective proposed allocation under the ESOS.

All Directors have and will continue to abstain from all Board deliberations and voting in respect of their respective proposed allocation and the proposed allocation to persons connected to themselves at the relevant Board meetings.

All Directors will abstain from voting in respect of their direct and/ or indirect shareholdings, at the EGM in respect of the resolutions to be tabled for their respective proposed allocation and the proposed allocation to persons connected to themselves.

All Directors will undertake to ensure that persons connected to them, will abstain from voting in respect of their direct and/ or indirect shareholdings, on the resolutions pertaining to their

respective proposed allocation to be tabled at the EGM and the proposed allocation to Directors to whom they are connected.

The direct and indirect shareholdings of the Directors in MYEG as at the LPD are as follows:-

Directors	Shareholdings as at the LPD			
	<-----Direct----->		<-----Indirect----->	
	No. of Shares	% ^{*1}	No. of Shares	% ^{*1}
Dato' Dr Norraesah Binti Haji Mohamad	26,516,445	0.73	-	-
Wong Thean Soon	387,189,455	10.72	754,840,644 ^{*2}	20.89
Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim	11,234,296	0.31	4,301,000 ^{*3}	0.12
Datuk Mohd Jimmy Wong Bin Abdullah	3,376,687	0.09	-	-

Directors	Shareholdings as at the LPD			
	<-----Direct----->		<-----Indirect----->	
	No. of Shares	% ^{*1}	No. of Shares	% ^{*1}
Wong Kok Chau	-	-	-	-
Dato' Sri Mohd Mokhtar Bin Mohd Shariff	-	-	-	-

Notes:-

^{*1} Excluding a total of 59,164,700 MYEG Shares held as treasury shares as at the LPD

^{*2} Deemed interested by virtue of his substantial shareholdings in Asia Internet Holdings Sdn Bhd pursuant to Section 8 of the Act

^{*3} Deemed interested by virtue of his wife's and son's shareholdings pursuant to Section 59 (11)(c) of the Act

7. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances, the Proposed Allocation of ESOS Options is expected to be implemented by the third quarter of 2021.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

In view that all Directors are eligible to participate in the Proposed Allocation of ESOS Options, they have abstained and will continue to abstain from deliberating and making any recommendations at all relevant Board meetings on the resolutions pertaining to their respective proposed allocation under the ESOS and proposed allocation to persons connected to themselves. They will also abstain and ensure that persons connected to them, abstain from voting in respect of their direct and/ or indirect interests in MYEG, on the resolutions pertaining to their respective proposed allocation under the Proposed Allocation of ESOS Options at the forthcoming EGM to be convened.

Where the resolutions are not related to their respective proposed allocation and the proposed allocation to persons connected to themselves, the Directors, after having considered all aspects of the Proposed Allocation of ESOS Options, are of the opinion that the Proposed Allocation of ESOS Options is in the best interest of MYEG Group.

Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Allocation of ESOS Options at the forthcoming EGM.

9. EGM

The EGM, the notice of which is enclosed in this Circular, will be held as a virtual meeting through live streaming and online remote voting using RPV facilities via Vote2U at <https://web.vote2u.my> from the Broadcast Venue on Thursday, 1 July 2021 at 11.00 a.m. or immediately following the conclusion or adjournment of the Twentieth Annual General Meeting of MYEG scheduled to be held virtually from the same Broadcast Venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposed Allocation of ESOS Options.

You are entitled to attend, participate and vote remotely at the EGM using RPV facilities via Vote2U at <https://web.vote2u.my>. If you are unable to attend and vote remotely at the EGM, you are entitled to appoint proxy(ies) by completing and lodging the Proxy Form enclosed in this Circular in accordance with the instructions therein to 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 set for holding the EGM or at any adjournment thereof.

Alternatively, individual Shareholders may choose to submit the e-Proxy Form using RPV facilities electronically via Vote2U at <https://web.vote2u.my>, not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Proxy Form / e-Proxy Form will not preclude you from attending, participating and voting remotely in person at the EGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the EGM. Please refer to the Administrative Guide for Shareholders for further information on electronic submission.

10. FURTHER INFORMATION

Shareholders are advised to refer to the appendix set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board
MY E.G. SERVICES BERHAD

DATO' DR NORRAESAH BINTI HAJI MOHAMAD
Executive Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and has no knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of our Group.

3. MATERIAL COMMITMENTS

As at the LPD, our Board is not aware of any material commitments incurred or known to be incurred by our Group that has not been provided for which, upon becoming enforceable, may have a material impact on the financial results/ position of our Group.

4. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/ position of our Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of MYEG at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the EGM:-

- i. Constitution of MYEG;
- ii. Audited consolidated financial statements of our Group for the 15-month financial period ended 31 December 2019, audited consolidated financial statements of our Group for FYE 31 December 2020 and the latest unaudited quarterly results for the 3-month financial period ended 31 March 2021; and
- iii. The Bylaw(s) of the ESOS.



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MY E.G. SERVICES BERHAD
[Registration No. 200001003034 (505639-K)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) 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.my> 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, 1 July 2021 at 11:00 a.m., or immediately following the conclusion or adjournment of the Twentieth Annual General Meeting of the Company scheduled to be held virtually from the Broadcast Venue on the same day at 10:00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in this Notice.

1. **PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) OPTIONS TO THE DIRECTORS OF MYEG**

**Ordinary
Resolutions 1
to 6**

“THAT subsequent to the approval for the establishment of an ESOS being obtained at the EGM of the Company held on 6 August 2020, and subject to the approvals of the relevant authorities for the ESOS, including the approval from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the ordinary shares of MYEG (“**MYEG Shares**”) to be issued arising from the exercise of the ESOS options, approval be and is hereby given to the Board of Directors of MYEG (“**Board**”) to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following Directors of MYEG, ESOS options to subscribe for MYEG Shares under the ESOS:-

- | | |
|--|--------------------------|
| (i) Dato' Dr Norraesah Binti Haji Mohamad | Ordinary
Resolution 1 |
| (ii) Wong Thean Soon | Ordinary
Resolution 2 |
| (iii) Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim | Ordinary
Resolution 3 |
| (iv) Datuk Mohd Jimmy Wong Bin Abdullah | Ordinary
Resolution 4 |
| (v) Wong Kok Chau | Ordinary
Resolution 5 |
| (vi) Dato' Sri Mohd Mokhtar Bin Mohd Shariff | Ordinary
Resolution 6 |

Provided always that:-

- (i) he/she must not participate in the deliberation or discussion of his/her own allocation;
- (ii) the allocation to him/her, who either singly or collectively, through person(s) connected to him/her, holds 20% or more of the total number of issued shares of MYEG (excluding treasury shares), must not exceed 10% of the total number of MYEG Shares to be issued under the ESOS;
- (iii) not more than 50% of the total number of MYEG Shares to be made available under the ESOS shall be allocated, in aggregate, to the Directors and senior management of our Group (excluding dormant subsidiaries), on the basis that they are crucial to the performance of our

Group as determined by the ESOS Committee at their sole and absolute discretion; and

- (iv) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaw(s) of the ESOS, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

AND THAT the Board is also authorised to allot and issue the corresponding number of new MYEG Shares arising from the exercise of the ESOS options that may be granted to him/her under the ESOS."

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
17 June 2021

PARTICIPATION AND PROXY:

1. The EGM 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.my>. Please refer to the Administrative Guide for Shareholders 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 EGM. Shareholders, proxy(ies) and corporate representatives will not 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 EGM 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 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 MYEG Shares 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 is 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 set for holding the virtual meeting (no later than Tuesday, 29 June 2021 at 11.00 a.m.) or at any adjournment of the virtual meeting failing which, 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.my> no later than Tuesday, 29 June 2021 at 11.00 a.m. or at any adjournment of virtual meeting. Please refer to the Administrative Guide for Shareholders for the procedures to submit the Proxy Form / e-Proxy Form.

9. The appointment of the proxy(ies) will be **INVALID** if the Proxy Form / e-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 21 June 2021 (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.
11. The Board wishes to highlight that the EGM may be re-scheduled and/or adjourned subject to the development of the COVID-19 pandemic and the Malaysian Government’s announcements or guidelines to be issued from time to time. Rest assured, all participants including invitees shall be kept informed of any unexpected changes.

MODE OF COMMUNICATION:

Prior to the EGM, shareholders may submit questions to the Board of Directors at www.myeg.com.my/investor_relations (under the “General Meeting” tab) latest by 29 June 2021 and the response will be broadcasted during the virtual meeting. During the EGM, shareholders may submit questions by clicking on “Ask Question” on the RPV facilities while participating the virtual meeting.

PERSONAL DATA PRIVACY:

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



www.myeg.com.my

MY E.G. SERVICES BERHAD
[Registration No. 200001003034 (505639-K)]
(Incorporated in Malaysia)

PROXY FORM

NUMBER OF SHARES HELD	CDS ACCOUNT NO.

I/We, _____ NRIC/Registration No. _____
(Full name in block letters)

of _____
(Full Address)

telephone no. _____ email address _____ being a member/members of **MY E.G. Services Berhad** (the "Company") hereby appoint the person(s) below as my/our proxy(ies) to vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company which 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.my> 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, 1 July 2021 at 11:00 a.m., or immediately following the conclusion or adjournment of the Twentieth Annual General Meeting of the Company scheduled to held virtually from the Broadcast Venue on the same day at 10:00 a.m., whichever is later:

IMPORTANT NOTE:

Please (i) tick [✓] either **ONE** of the options (a) or (b) for the number of proxy(ies) which you wish to appoint, (ii) complete the details of your proxy/proxies and the proportion of your shareholding to be represented (if applicable), (iii) please tick [✓] option (c) if you would like to appoint the Chairman of the EGM as the proxy or failing the proxy to vote on your behalf and (iv) sign or execute this form.

Option	Name of proxy(ies)	NRIC/ Registration No.	Address & Email Address	Proportion of shareholding to be represented
(a)	Appoint ONE proxy only (Please complete details of proxy below)			
				100%
(b)	Appoint MORE THAN ONE proxy (Please complete details of proxies below)			
Proxy 1				%
Proxy 2				%
				100%
(c)	The Chairman of the EGM as my/our proxy and/or failing the above proxy to vote for me/us on my/our behalf			

*My/ our proxy/ proxies is/ are to vote as indicated below:-

Please indicate with "X" in the appropriate boxes on how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on the Resolutions, the proxy shall vote at his/her discretion, or abstain from voting as the proxy thinks fit.

NO.	ORDINARY RESOLUTION	FOR		AGAINST	
		Proxy 1	Proxy 2	Proxy 1	Proxy 2
Resolution 1	To approve the allocation of Employees' Share Option Scheme ("ESOS") options to Dato' Dr Norraesah Binti Haji Mohamad				
Resolution 2	To approve the allocation of ESOS options to Wong Thean Soon				
Resolution 3	To approve the allocation of ESOS options to Tan Sri Dato' Dr Muhammad Rais Bin Abdul Karim				
Resolution 4	To approve the allocation of ESOS options to Datuk Mohd Jimmy Wong Bin Abdullah				
Resolution 5	To approve the allocation of ESOS options to Wong Kok Chau				
Resolution 6	To approve the allocation of ESOS options to Dato' Sri Mohd Mokhtar Bin Mohd Shariff				

Dated this _____ day of _____ 2021

Signature / Common Seal of Shareholder



Fold this flap for sealing

NOTES:-

1. The EGM 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.my>. Please refer to the Administrative Guide for Shareholders 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 EGM. Shareholders, proxy(ies) and corporate representatives will not 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 EGM 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.
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6. Where a member of the Company is an exempt authorised nominee which holds MYEG Shares 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 is 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.

Then fold here

AFFIX
STAMP

The Share Registrar

MY E.G. SERVICES BERHAD
[Registration No. 200001003034 (505639-K)]

Ground Floor or 11th Floor,
Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

1st fold here

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 set for holding the virtual meeting (no later than Tuesday, 29 June 2021 at 11.00 a.m.) or at any adjournment of the virtual meeting falling which, the instrument of proxy shall not be treated as valid.

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Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the EGM dated 17 June 2021.