



MUAR BAN LEE GROUP BERHAD
(Company No. 753588-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting ("12th AGM") of MUAR BAN LEE GROUP BERHAD ("MBL" or "the Company") will be held at Muar Traders Hotel, 3rd Floor, No. 16, Jalan Peteri, 84000, Muar, Johor on Wednesday, 30 May 2018 at 12.00 noon to transact the following matters:-

AGENDA

As Ordinary Businesses

- 1) To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
- 2) To re-elect the following Directors retiring under the Article 97 of the Company's Articles of Association, and who, being eligible offer themselves for re-election:
 - a) Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai (Resolution 1)
 - b) Chua En Hom (Resolution 2)
 - c) Teh Eng Aun (Resolution 3)
- 3) To approve the payment of Directors' fees of RM320,000.00 for the financial year ended 31 December 2017, an increase of RM32,000 from RM288,000 in 2016. (Resolution 4)
- 4) To approve the payment of Directors' Fees and benefits as per Table A, as stated in Explanation Note to Agenda No. 4, for the period from 1 January 2018 until the next AGM. (Resolution 5)
- 5) To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

As Special Businesses

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

- 6) Ordinary Resolution I
Authority to Issue Shares
 "THAT pursuant to Section 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)

- 7) Ordinary Resolution II
Proposed Renewal of Authority for Share Buy-Back
 "THAT subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares of the Company's issued capital through Bursa Securities at anytime and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:-
 - i. the maximum number of MBL shares which may be purchased by the Company shall not be exceed ten per centum (10%) of the issued share capital of the Company at any point of time;
 - ii. the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company, as at 31 December 2017;
 - iii. the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:-
 - a. the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - b. the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Securities or any other relevant authorities;
 - iv. upon completion of the purchase(s) of the MBL Shares by the Company ("Purchase Shares"), the Purchase Shares shall be dealt with either of the following manner:-
 - a. cancel the Purchase Shares if the Directors of the Company deem that there is excess share capital and wish to reduce the number of shares in circulation; or
 - b. retain the Purchase Shares as treasury shares held by the Company; or
 - c. retain part of the Purchase Shares as treasury shares and cancel the remainder; or
 - d. resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
 - e. distribute the Purchase Shares as share dividends if the Directors of the Company wish to reward the shareholders of MBL, which will depend on the availability of, among others, retained profits, share premium and tax credits of the Company.

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of MBL Shares. (Resolution 8)

- 8) To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

Lee Hong Lim (MIA 12949)
Company Secretary

Muar, Johor Darul Takzim
Date: 27 April 2018

Explanatory Notes to Agenda:-

1. **Item 1 of the Agenda – Audited Financial Statements**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders and hence, is not put forward for voting.
2. **Item 2 of the Agenda - Resolution 1, 2 and 3**
Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, Chua En Hom and Teh Eng Aun are standing for re-election as Directors of the Company. The Nomination Committee ("NC") and the Board of Directors of the Company ("the Board") have considered the assessment of the three Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR"). The Board endorsed the NC's recommendation that Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, Chua En Hom and Teh Eng Aun be re-elected as Directors of the Company.
3. **Item 3 of the Agenda - Resolution 4**
Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.
In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the 12th AGM in the Resolution 4 on the payment of Directors' fees of RM320,000.00 for the financial year ended 31 December 2017, an increase of RM32,000 from RM288,000 in 2016.
4. **Item 4 of the Agenda - Resolution 5**
The Directors' fees and allowance proposed for the financial year ending 31 December 2018 are in the best interest of the Company and in accordance with the remuneration framework of the Group. The details of the Directors' fees and meeting allowance proposed are as per Table A below and assuming that all the Directors will hold office until the conclusion of the next AGM:

	Directors' Fees per annum per pax (RM)	Meeting Allowance per pax (RM)
Executive Director	40,000	500
Non-Executive Director	40,000	2,000

This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees to meet the shortfall.

5. **Item 5 of the Agenda - Resolution 6**
The Audit Committee and the Board have considered the re-appointment of UHY as Auditors of the Company and collectively agree that UHY meets the criteria of the adequacy of experience and resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of MMLR.
6. **Item 6 of the Agenda - Resolution 7**
The Ordinary Resolution 7, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purpose as the Directors consider would be in the interest of the Company. 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 project(s), working capital and/or acquisitions. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting ("AGM") of the Company.
The general mandate granted by the shareholders at the last AGM of the Company held on 30 May 2017 have been utilised via a private placement exercise which have been completed on 8 March 2018 where 9,126,980 new ordinary shares were issued and the gross proceeds from the private placement was RM10.43 million.
7. **Item 7 of the Agenda - Resolution 8**
The Ordinary Resolution 8, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.
Please refer to the Statement to Shareholders dated 27 April 2018 for further information.

Notes :

- 1) For the purpose of determining a member who shall be entitled to attend at the 12th AGM, the Company shall be requesting a General Meeting Record of Depositors as at 22 May 2018. Only a depositor whose name appears on the Record of Depositors as at 22 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- 2) A proxy may but need not be a member of the Company and the provisions of Section 334(1) of the Companies Act 2016 shall not apply to the Company.
- 3) Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- 4) The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation under its common seal or under the hand of an officer or attorney duly authorised.
- 5) 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.
- 6) The Proxy Form must be deposited at the Registered Office of the Company at 85, Muntri Street, 10200 Georgetown, Pulau Pinang, Malaysia not less than twenty-four (24) hours before the time set for holding the Meeting or any adjournment thereof.
- 7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.