

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting ("AGM") of MINHO (M) BERHAD will be held at Minho (M) Berhad, Board Room, Lot 6476 Lorong Sg. Pulu, Batu 6, Off Jalan Kapar, 42100 Klang, Selangor Darul Ehsan at 10.30 a.m. on 28 June 2022 to transact the following business:

### AGENDA

- "That the Audited Financial Statements for the year ended 31 December 2021 and the reports of Directors and Auditors thereon be and are hereby received." (Please refer to Explanatory Note 1)
- "That the following Directors who retire in accordance with Clause 96 of the Company's Constitution be and are hereby re-elected as the Directors of the Company:-
  - Mr. Dato' Loo Keng An @ Lee Kim An Resolution 1
  - Encik Khibir Bin Razali Resolution 2
- "That the following Directors who retire in accordance with clause 93 of the Company's Constitution be and are hereby re-elected as the Directors of the Company:-
  - Mr. Lim Kim Meng Resolution 3
  - Encik Haji Mohd Faizal Bin Haji Abdul Majid Resolution 4
  - Ms. Jeannie Lim Li Tein Resolution 5
- "That the payment of Director's benefits and Directors' fee to the Non-Executive Directors up to an amount of RM 350,000, from 29 June 2022 until the next AGM of the Company be and is hereby approved." Resolution 6
- "That Messrs. Ecovis Malaysia PLT, who are eligible and have given their consent, be and are hereby re-appointed as Auditors of the Company until the conclusion of the next AGM and THAT the remuneration to be paid to them be fixed by the Board." Resolution 7

### As Special Business

To consider and, if thought fit, to pass the following Resolution:

- Proposed Authority to Issue Shares Pursuant to Section 75 & 76 of the Companies Act, 2016 Resolution 8  
"That pursuant to the Section 75 & 76 of the Companies Act, 2016, the Directors be and are hereby authorized to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued and paid-up capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotments and issues."
- Proposed New and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") Resolution 9  
"That, subject to the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and are hereby given to the Company and its subsidiary companies to enter into renewal for recurrent related party transactions of a revenue and trading nature with those related parties as specified in Section 2.4 of the Circular/Statement to Shareholders dated 29 April 2022, subject further to the following:-
  - the transaction are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company;
  - the disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
  - such approval shall continue to be in force until:
    - the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or
    - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
    - revoked or varied by resolution passed by the Shareholders in a general meeting."

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed RRPT with the above mentioned Related Parties

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By order of the Board,

Tan Choon Hian (2851 MIA) SSM PC No. 202008000322  
Monalisa Binti Ali (LS0009424) SSM PC No. 202008000029  
Company Secretaries

Klang  
29 April 2022

### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2022 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the above mentioned general meeting may appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
- If the appointer is a corporation, the form of the proxy must be given under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account with ordinary shares of the Company standing to the credit of the said Securities Account. If the member appoints two (2) proxies, he must specify which proxy is entitled to vote on a show of hands, only one (1) of those proxies is entitled to vote on a show of hands.
- Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The proxy form must be deposited at the Company's registered office not less than 48 hours before the time appointed for holding the meeting.

As at the date of this Notice, the Company did not issue any shares pursuant to the Previous Mandate granted by the shareholders to the Directors.

The General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

- Resolution 9: Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transaction.  
Resolution 9, if passed, will empower the Company and its subsidiaries to conduct recurrent related party transactions of a revenue in nature which are necessary for the Company and its subsidiaries day-to-day operation, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval.  
This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administrative efficiency and allow manpower resources and time channelled towards attaining other corporate objectives.
- Polls Voting  
Pursuant to para 8.29 of the Listing Requirements, voting at the 31<sup>st</sup> AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

The information of the new and renewal of shareholders' mandate for recurrent related party transactions is set out in the Statement/Circular dated 29 April 2022 which was dispatched.

### Explanatory notes:

- To receive the Audited Financial Statements  
This Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 ("Act") and the Company's Constitution require that the Audited Financial Statements and the Report of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
- Resolution 6  
Section 230(1) of the Companies Act 2016 provides, among others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. This for the payment of Directors' benefits and Directors' fee to Non-Executive Directors in respect for the financial year ended 31 December 2022, from 29 June 2022 up to the next Annual General Meeting of the Company.
- Resolution 8: Authority to Issue Shares  
Resolution 8, if passed, will renew the powers given to the Directors at the last AGM of the Company held on 28 September 2021 ("Previous Mandate") authority to issue up to ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.