



## MAJUPERAK HOLDINGS BERHAD

[Registration No. 200201017726 (585389-X)]  
(Incorporated in Malaysia under the Companies Act, 1965  
and deemed registered under the Companies Act, 2016)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Extraordinary General Meeting (“EGM”)** of Majuperak Holdings Berhad (“MHB” or “Company”) will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice:

Date	:	Wednesday, 10 February 2021
Time	:	11.00 a.m.
Registration	:	Virtual Meeting via Lumi Remote Participation and Electronic Voting (“RPV”) facilities
Broadcast Venue	:	Meeting Room TR12-R02 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Virtual Meeting Platform	:	<a href="https://web.lumiagm.com">https://web.lumiagm.com</a>
Mode of Communication	:	(1) raise questions during live streaming at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> (2) submit questions prior to the EGM by emailing to <a href="mailto:ms.azam@pknpgroup.com.my">ms.azam@pknpgroup.com.my</a> no later than 5.00 p.m. on Monday, 8 February 2021

#### **SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS TO THE CONSTITUTION”)**

“THAT, the proposed alteration or amendments to the Constitution of the Company, as annexed herewith as Appendix II in the Circular to Shareholders dated 18 January 2021, be and are hereby approved and adopted, with immediate effect. AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

#### **ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

“THAT the Ordinary Resolution passed on 22 September 2020 on the Authority to Allot and Issue Shares in General pursuant to Section 76 of the Companies Act, 2016 at the Company’s Annual General Meeting held on 22 September 2020 be and is hereby rescinded.”

“AND THAT, contingent upon passing of Special Resolution above on Proposed Amendments to the Constitution and subject to the Companies Act, 2016 and the Company’s Constitution and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”), Securities Commission and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company (excluding treasury shares) for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the Annual General Meeting (“AGM”) of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.”

By Order of the Board  
**MAJUPERAK HOLDINGS BERHAD**

**CHAN EOI LENG**  
**(SSM PC No. 202008003055)**  
**(MAICSA 7030866)**

Chartered Secretary  
Ipoh, Perak Darul Ridzuan, Malaysia  
18 January 2021

**FURTHER NOTICE IS HEREBY GIVEN THAT** only members whose names appear on the Record of Depositors as at 3 February 2021 shall be entitled to attend the EGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

**NOTES:**

**1. PROXY**

- 1.1 A member (other than an exempt authorized nominee) entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.
- 1.2 Where a member appoints more than two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 1.3 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
- 1.5 The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) before the Form of Proxy lodgement cut-off time as mentioned above. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting.

**2. Explanatory Notes:**

**Special Resolution – Proposed Amendments to the Constitution**

The proposed Special Resolution, if passed, will enhance administrative efficiency and provide greater clarity to the Constitution. The Proposed Amendments to the Constitution is set out under Appendix II of the Circular to Shareholders dated 18 January 2021.

**Ordinary Resolution – Authority to Allot and Issue Shares in General pursuant to Section 76 of the Companies Act, 2016**

The Company had, during its Seventeenth (17th) Annual General Meeting held on 22 September 2020, obtained shareholders' approval for the general mandate for issuance of amount not exceeding of 10% of the total number of the issued shares of the Company pursuant to Section 76 of the Companies Act, 2016. The Company did not issue any shares pursuant to this mandate obtained. Notwithstanding this, the Company had on 26 February 2020 allotted and issued 25,705,242 ordinary shares in relation to a Private Placement pursuant to the mandate given to the Directors at the AGM held on 26 June 2019.

Given the current economic climate arising from the global COVID-19 pandemic, Bursa Malaysia Securities Berhad had via its letter dated 14 April 2020 given the listed issuers the flexibility to procure not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate"), instead of 10% under para 6.03 of Main Market Listing Requirements, for the issuance of new securities provided that certain condition be satisfied including the relevant applicable legal requirements. The Listed Issuer had until 31 December 2021 to utilize that 20% General Mandate and after that the 10% mandate would be reinstated.

In this regard, the Company is proposing an Ordinary Resolution to seek a fresh general mandate for the issuance of 20% General Mandate under Section 76 of the Companies Act, 2016 and the previous resolution passed on 22 September 2020 at the AGM authorising 10% mandate be rescinded.

In light of current economic climate arising from the pandemic which the Group may require additional fund for its future needs, the Board of Directors is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate will provide flexibility to the Company for fund raising and enable the Company, should it required to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares during this challenging period. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting.