



MUHIBBAH ENGINEERING (M) BHD

Registration No.: 197201001137 (12737-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Muhibbah Engineering (M) Bhd ("MEB" or the "Company") will be held as a fully virtual meeting entirely through live streaming from the online meeting platform on Monday, 7 March 2022 at 11.00 a.m. using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via the TIH Online website at <https://tjh.online>, for the purpose of considering and if thought fit, passing the following resolution:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 256,593,125 NEW ORDINARY SHARES IN MEB ("MEB SHARES") ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING MEB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") for the following:

- i. to provisionally issue and allot by way of a renounceable rights issue of up to 256,593,125 Rights Shares (with an issue price to be determined and announced at a later date) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined by the Board and announced by the Company at a later date, on the basis of 1 Rights Share for every 2 existing MEB Shares held; and
- ii. to issue such Rights Shares as may be required to give effect to the Proposed Rights Issue of Shares, including any persons entitled on renunciation of the provisional allotments;

THAT any Rights Shares which are not taken up or validly taken up shall be made available for excess applications to the entitled shareholders and/or their renounee(s) who have applied for the excess Rights Shares, and are intended to be allocated on a fair and equitable basis to be determined by the Board in its absolute discretion;

THAT the Rights Shares to be issued pursuant to the Proposed Rights Issue of Shares will be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT fractional entitlements of the Rights Shares arising from the Proposed Rights Issue of Shares, if any, will be dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing MEB Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the relevant date of allotment and issuance of the Rights Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Rights Issue of Shares for such purposes and in such manner as set out in Section 2.6 of the Circular to shareholders of the Company dated 16 February 2022, and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Rights Issue of Shares with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

By Order of the Board

**IRENE CHOE MEE KAM @ IRENE CHOW MEE KAM (SSM PC No. 202008003930) (MIA 16775)
TIA HWEI PING (SSM PC No. 202008001687) (MAICSA 7057636)**

Company Secretaries

Selangor Darul Ehsan

16 February 2022

Notes:

1. As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the EGM of the Company will be conducted on a fully virtual basis where shareholders are only allowed to attend, participate, speak and vote remotely through live streaming from the online meeting platform using the RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via the TIH Online website at <https://tjh.online>. Please refer to the Administrative Notes for the EGM available at the Company's website at <http://muhibbah.com.my> or Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com> on registration, participation, speaking and voting remotely at the EGM.
2. The conduct of a fully virtual EGM is in line with the Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission of Malaysia on 16 July 2021.
3. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 23 February 2022 shall be entitled to attend, participate, speak and vote or appoint proxy(ies) to attend, participate, speak and vote remotely on his behalf at the EGM.
4. A member entitled to attend, participate, speak and vote remotely at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote remotely in his/her stead. Each proxy appointed, shall represent a minimum of one hundred (100) shares. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
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. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
7. The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must reach the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the EGM:
 - i. In hardcopy form
The Proxy Form may be deposited at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01 Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. By electronic means
The Proxy Form can be electronically lodged with the Company's Share Registrar via the TIH Online website at <https://tjh.online>. Please refer to the Administrative Notes for the EGM on the appointment and registration of proxy for the EGM.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at 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, at its 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 EGM 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.
9. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative 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, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, resolution set out in this Notice will be put to vote by way of poll.