



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 Wednesday, 22 June 2022 at 3.30 p.m. or after the conclusion of the 49th AGM of MEB or at any adjournment thereby, whichever is later for the purpose using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd via the TIIH Online website at <https://tiih.online>, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES’ SHARE ISSUANCE SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN MEB (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE EMPLOYEES’ SHARE ISSUANCE SCHEME (“PROPOSED SIS”)

“THAT subject to and conditional upon the provisions under the Companies Act 2016 and approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given to the Board of Directors of the Company (“Board”) to:

- (a) establish and administer a new Proposed SIS, which comprises an employees’ share option scheme (“ESOS”) and a share grant plan (“SGP”), for the benefit of the eligible Directors of the Company who is involved in the execution of strategic and operational decisions of the Company and/or its subsidiaries (excluding dormant subsidiaries) (“Group”) and employees of the Group as defined in the by-laws of the Proposed SIS (“By-Laws”) (“Eligible Persons”), the salient terms of which are described in **Section 2** of the circular to shareholders dated 7 June 2022 (“Circular”) and in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, under which options (“SIS Options”) may be granted to the Eligible Persons giving the right to subscribe for new ordinary shares in the Company (“Shares”) and awards under the SGP (“SGP Awards”) may be made to Eligible Persons and to give full effect to the Proposed SIS with full power to assent to any modification or amendment as may be made or required by the relevant authorities or as the Board may in their absolute discretion deem fit, including any revision to the allocations of the Proposed SIS to the Eligible Persons;
- (b) offer and grant the SIS Options as required to be granted under the Proposed SIS and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the SIS Options and vesting of SGP Awards under the Proposed SIS provided that the total number of new Shares to be issued under the Proposed SIS shall not exceed 10% of the total number of issued shares in the company at any one time during the duration of the Proposed SIS and that such new Shares will, upon allotment and issuance, rank equally in all respects with then existing Shares except that the Shares so allotted will not be entitled to any dividend, rights, allotments or other distributions, the entitlement date of which is prior to the date of allotment of the new Shares and will be subject to all the provisions of the Constitution the Company relating to the transfer, transmission and otherwise of the Shares. For the purpose hereof, the entitlement date means the date as at the close of business on which shareholders must be registered in the Record of Depositors with Bursa Malaysia Depository Sdn Bhd in order to be entitled to any dividends, rights, allotments and/or other distributions;
- (c) make the necessary applications to Bursa Malaysia Securities Berhad (“Bursa Securities”) and take whatever necessary actions at the appropriate time or times for permission to deal in and for the listing of and quotation for the new Shares which may from time to time be allotted and issued pursuant to the exercise of the SIS Options to be granted under the Proposed SIS; and

- (d) modify and/or amend the By-Laws from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments.

AND THAT the Board be and are hereby authorised to take all such steps and do all acts, deeds and things and execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing or implementing the Proposed SIS with full power to assent to any condition, revaluation, modification, variation and/or amendment in any manner as may be required by any relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC NGAN BOON @ MAC YIN BOON

“THAT contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Mac Ngan Boon @ Mac Yin Boon, the Group Managing Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that:

- (a) not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group; and
- (b) not more than 10% of the total new Shares which are available under the Proposed SIS shall be allotted to Mac Ngan Boon @ Mac Yin Boon, as long as Mac Ngan Boon @ Mac Yin Boon either singly or collectively through persons connected to him, as defined in the Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), holds 20% or more of the total number of issued shares in the Company (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO OOI SEN ENG

“THAT contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Ooi Sen Eng, the Executive Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC CHUNG JIN

“THAT contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Mac Chung Jin, the Executive Director/ Deputy Chief Executive Officer of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that:

- (a) not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group; and
- (b) not more than 10% of the total new Shares which are available under the Proposed SIS shall be allotted to Mac Chung Jin, as long as Mac Chung Jin either singly or collectively through persons connected to him, as defined in the Listing Requirements, holds 20% or more of the total number of issued shares in the Company (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO LEE POH KWEE

“THAT contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Lee Poh Kwee, the Group Finance Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAZLAN BIN ABDUL HAMID

“THAT contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Mazlan bin Abdul Hamid, the Non-Independent Non-Executive Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

BY ORDER OF THE BOARD

IRENE CHOE MEE KAM @ IRENE CHOW MEE KAM (SSM PC No. 202008003930) (MIA16775)

TIA HWEI PING (SSM PC No. 202008001687) (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

7 June 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 TIIH Online website at <https://tiih.online>. Please refer to the Administrative Notes for the EGM available at the Company's website at <http://www.muhibbah.com/> 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 7 April 2022.*
3. *In respect of deposited securities, only members whose names appear on the Record of Depositors as at 15 June 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 and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote 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.*
5. *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.*
6. *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.*
7. *The duly completed Proxy Form must be deposited at the Share Registrar's office, 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, not less than forty-eight (48) hours before the time set for the holding of the EGM or any adjournment thereof. Alternatively, the appointment of proxy may be electronically lodged with the Company's Share Registrar via the TIIH Online website at <https://tiih.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 Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.*