



MUHIBBAH ENGINEERING (M) BHD

(Company No. 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 at Concorde Hotel Shah Alam, Concorde II, Level 2, No. 3, Jalan Tengku Ampuan Zabedah G9/C/9, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 22 June 2017 at 3.45 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Forty-Fourth Annual General Meeting of MEB, whichever is later, which will be held at 2.45 p.m. on the same day at the same venue, 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 SHARE ISSUANCE SCHEME ("SIS") 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 SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MEB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("MEB GROUP") ("PROPOSED SIS")

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

- establish and administer a new SIS of MEB, for the benefit of the eligible Executive Directors and employees of MEB 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 2017 ("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 MEB ("MEB Shares") 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 allocation of the SIS Options to the Eligible Persons;
- 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 MEB Shares as may be required to be issued pursuant to the exercise of the SIS Options under the Proposed SIS provided that the total number of new MEB Shares to be issued under the Proposed SIS shall not exceed 10% of the total number of issued shares in MEB at any one time during the duration of the scheme and that such new MEB Shares will, upon allotment and issuance, rank *pari passu* in all respects with then existing MEB Shares except that the MEB 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 MEB Shares and will be subject to all the provisions of the Articles of Association of the Company relating to the transfer, transmission and otherwise of the MEB 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;
- 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 MEB 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
- 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 MEB 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 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 MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB Group; and
- not more than 10% of the total new MEB Shares which are available for subscription 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 MEB (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 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 MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB 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 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 MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB Group; and
- not more than 10% of the total new MEB Shares which are available for subscription 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 MEB (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 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 MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB 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 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 MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB 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 7

PROPOSED GRANTING OF SIS OPTIONS TO MAC CHUNG HUI, BEING A PERSON CONNECTED TO MAC NGAN BOON @ MAC YIN BOON (THE GROUP MANAGING DIRECTOR OF MEB)

"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 Hui, the Managing Director/ Chief Executive Officer of Favelle Favco Berhad, a subsidiary of the Company, who is also a person connected to Mac Ngan Boon @ Mac Yin Boon, the Group Managing Director of the Company, by virtue of the Companies Act 2016, options to subscribe for new MEB Shares and if such options are accepted and exercised, to allot and issue such number of new MEB 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 MEB Shares which are available for subscription under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of MEB Group; and
- not more than 10% of the total new MEB Shares which are available for subscription under the Proposed SIS shall be allotted to Mac Chung Hui, as long as Mac Chung Hui 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 MEB (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."

BY ORDER OF THE BOARD

IRENE CHOE MEE KAM @ IRENE CHOW MEE KAM (MIA 16775)

LIM SUAK GUAK (MIA 19689)

TIA HWEI PING (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

7 June 2017

Notes:

- 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.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- 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.
- 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.
- 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, Wilayah Persekutuan, Malaysia, not less than forty-eight (48) hours before the time set for the holding of the EGM or any adjournment thereof.
- 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.