

# NOTICE OF 16TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 16th Annual General Meeting (“**AGM**”) of MAG Holdings Berhad (“**MAG**” or the “**Company**”) will be held on a fully virtual basis via online meeting platform of Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. in Malaysia on Monday, 29 November 2021 at 9.00 a.m. or at any adjournment thereof to consider and if thought fit, to pass the following resolutions with or without modifications:-

## Ordinary Business

- |    |  |  |
|----|--|--|
| 1. | To receive the audited financial statements for the financial period ended 30 June 2021 (“ <b>FPE 2021</b> ”) together with the Directors’ and Auditors’ Reports thereon.  | (See Explanatory Note 1)   |
| 2. | To approve the payment of Directors’ fees from the conclusion of the 16th AGM until the conclusion of the 17th AGM for:-<br>(i) RM3,500 per month for the Non-Executive Members of the Board of Directors (“ <b>Board</b> ”); and<br>(ii) RM1,000 per month for the Chairman of the Audit and Risk Management Committee (“ <b>ARMC</b> ”).<br>(each of the foregoing payments being exclusive of the other). | <b>Ordinary Resolution 1</b><br>(See Explanatory Note 2)                                 |
| 3. | To approve the payment of attendance allowance of RM300 per Board/ Board committee/shareholders’ meeting to the Non-Executive Directors from the conclusion of the 16th AGM until the conclusion of the 17th AGM.  | <b>Ordinary Resolution 2</b><br>(See Explanatory Note 3)                                 |
| 4. | To re-elect Mr. Ng Min Lin who retires by rotation pursuant to Article 106 of the Company’s Constitution (“ <b>Constitution</b> ”) and who has offered himself for re-election.  | <b>Ordinary Resolution 3</b><br>(See Explanatory Note 4)                                 |
| 5. | To re-elect the following Directors who retire pursuant to Article 110 of the Constitution and who have offered themselves for re-election:-<br>(i) Datuk Lim Si Cheng<br>(ii) Mr. Melvin Lim Chun Woei  | <b>Ordinary Resolution 4</b><br><b>Ordinary Resolution 5</b><br>(See Explanatory Note 5) |
| 6. | To appoint Moore Stephens Associates PLT (“ <b>Moore Stephens</b> ”) as auditors of the Company for the financial year ending 30 June 2022 at such remuneration to be determined by the Directors.   | <b>Ordinary Resolution 6</b><br>(See Explanatory Note 6)                                 |

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### Special Business

To consider and if thought fit, to pass the following resolution, with or without modifications:-

7. **Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016")**

**Ordinary Resolution 7**  
(See Explanatory Note 7)

"**THAT** pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always 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 (excluding treasury shares) of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad ("**Bursa Securities**") pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 17th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

8. To transact any other ordinary business of which due notice shall have been given in accordance with the Constitution and the CA 2016.

### BY ORDER OF THE BOARD

**WONG YUET CHYN**  
**(MAICSA 7047163)**  
**(SSM PC 202008002451)**  
Company Secretary

Kuala Lumpur  
29 October 2021

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### Notes:

1. *A depositor shall not be regarded as a member entitled to attend this AGM or at any adjournment thereof and to speak and vote thereat unless his/her/its name appears on the Record of Depositors as at 22 November 2021 (which is not less than three clear market days before the date of this AGM) issued by Bursa Malaysia Depository Sdn. Bhd. ("**Bursa Depository**") in accordance with the rules of Bursa Depository.*
2. *A member who is a holder of 2 or more shares shall be entitled to appoint up to 2 proxies to attend and vote at this AGM. Where a member appoints 2 proxies, the appointments shall be invalid unless he/she/it specifies the proportions of his/her/its holdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her/its stead, if such member personally attends this AGM, his/her/its proxy shall be precluded from the meeting.*
3. *A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under SICDA, 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. *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 signed by an officer or attorney so authorised.*
7. *The Form of Proxy and the duly completed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be lodged at the Company's Registered Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to [ir.mag@shareworks.com.my](mailto:ir.mag@shareworks.com.my) not less than forty-eight (48) hours before the time appointed for holding this AGM or at any adjournment meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, otherwise the person so named shall not be entitled to vote in respect thereof.*
8. *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements ("**AMLR**") of Bursa Securities, all resolutions set out in this Notice of AGM shall be put to vote by poll.*
9. *Members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.*

## Notice of 16th Annual General Meeting

### Explanatory Notes

#### 1. Audited financial statements for the FPE 2021

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the CA 2016 does not require the shareholders to approve the audited financial statements formally. Hence, this item will not put forward for voting.

#### 2. Ordinary Resolution 1 - Payment of Directors' fees from the conclusion of the 16th AGM until the conclusion of the 17th AGM

Section 230(1) of the CA 2016 and Article 92(1) of the Constitution provide that the Company shall determine Directors' fees in general meeting.

As the COVID-19 pandemic is on-going, the Company remains mindful of the potential impact it will continue to have on the business of the Company. In view thereof, the Remuneration Committee ("RC") had recommended that the Directors' fees remain unchanged, details as follows:-

	Current	Proposed
(i) Non-Executive Members of the Board	RM3,500 per month	RM3,500 per month
(ii) Chairman of the ARMC	RM1,000 per month	RM1,000 per month

The Board had accepted the RC's proposal as it opined that it is fair and reasonable and in the Company's best interest.

The payment of fees to the Non-Executive Members of the Board is on a monthly basis. This is to commensurate and compensate the Non-Executive Members for their time and effort contributed to the Company on an on-going basis throughout the year whereas the additional fee for the Chairman of the ARMC is to commensurate and compensate him for his additional responsibilities as Chairman of the ARMC.

The Directors' fees for FPE 2021 are disclosed in the Corporate Governance Overview Statement on page 25 of this Annual Report.

#### 3. Ordinary Resolution 2 - Payment of attendance allowances to the Non-Executive Directors from the conclusion of the 16th AGM until the conclusion of the 17th AGM

Section 230(1) of the CA 2016 provides that "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

At the 15th AGM held on 4 September 2020, the shareholders of the Company had approved the payment of attendance allowances to the Non-Executive Directors from the conclusion of 15th AGM until the conclusion of the 16th AGM. These allowances were intended to defray their travelling and other incidental costs for attending Board, Board committees and shareholders' meetings.

The attendance allowances for FPE 2021 are disclosed in the Corporate Governance Overview Statement on page 25 of this Annual Report.

The Board had accepted the RC's proposal as it opined that it is fair and reasonable.

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### 4. **Ordinary Resolution 3 – Re-election of Mr. Ng Min Lin pursuant to Article 106 of the Constitution**

Article 106 of the Constitution expressly states that at every AGM, at least one-third of the Directors for the time being, or the number nearest to one-third, shall retire from office. The said Article also states that all Directors shall retire from office at least once in every three (3) years and that if there is only one (1) Director who is subjected to retirement by rotation, he/she shall retire. All Directors who retire from office shall be eligible for re-election.

Mr. Ng Min Lin being eligible, has offered himself for re-election at this AGM pursuant to Article 106 of the Constitution.

Mr. Ng had undergone an annual assessment on his performance and contribution for FPE 2021 by the Nomination Committee (“**NC**”) and based on this assessment, the Board recommends his re-election. He had abstained from all deliberations and decisions on his eligibility to stand for re-election at the relevant NC and/or Board meetings and will continue to abstain from all deliberations and decisions on his eligibility to stand for re-election at this AGM.

### 5. **Ordinary Resolutions 4 and 5 – Re-election of Directors pursuant to Article 110 of the Constitution**

Article 110 of the Constitution expressly states that the Directors shall have power at any time to elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.

Datuk Lim Si Cheng and Mr. Melvin Lim Chun Woei who were appointed on 15 July 2021 and being eligible, have offered themselves for re-election at this AGM pursuant to Article 110 of the Constitution.

### 6. **Ordinary Resolution 6 – Appointment of auditors**

Pursuant to Section 273(b) of the CA 2016, the term of office of the present auditors, Moore Stephens, shall lapse at the conclusion of this AGM unless they are reappointed by the shareholders to continue in office. Moore Stephens, have indicated their willingness to be appointed as auditors for the financial year ending 30 June 2022. The appointment of Moore Stephens as auditors has been considered by the ARMC, against the relevant criteria prescribed by Rule 15.21 of the AMLR.

This proposed Resolution 6, if passed, will also give the Directors, the authority to determine the remuneration of the auditors.

### 7. **Ordinary Resolution 7 – Authority to Directors pursuant to Sections 75 and 76 of the CA 2016**

The proposed Resolution 7, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 7, if passed, will give the Directors, from the date of this AGM, the authority to allot and issue shares up to an amount not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being to be utilised until 31 December 2021, after that, the 10% limit under Rule 6.04 of AMLR of Bursa Securities will be reinstated (hereinafter referred to as the “**General Mandate**”).

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Malaysia Berhad’s letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Rule 6.04 of AMLR of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Directors to raise additional funds expeditiously and efficiently during this challenging time in pursuant to any possible fund-raising activities, to meet its funding requirements, including but not limited to the placement of shares, for the purposes of funding future investments, working capital, acquisitions and/or such other applications as the Directors deem fit.

STATEMENT ACCOMPANYING

# **NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**AMLR**”)

1. Further details of individuals who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking election as Director at the forthcoming 16th AGM.

2. General mandate for issue of securities in accordance with Rule 6.04(3) of the AMLR

The details of the proposed authority for Directors to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note 7 of the Notice of AGM.