



MALAYSIA MARINE AND HEAVY ENGINEERING HOLDINGS BERHAD
Registration No. 198901001515 (178821-X) ("MHB" or "the Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 32nd Annual General Meeting ("AGM") of Malaysia Marine and Heavy Engineering Holdings Berhad ("MHB" or "Company") will be held **fully virtual and entirely via Remote Participation and Electronic Voting** (Meeting Platform: <https://web.lumiagm.com>) ["online AGM"] on the date, time and at the broadcast venue, as follows:

Date : Wednesday, 14 April 2021
Time : 11.00 a.m.
Broadcast Venue : Conference Room 2,
Level 17, Menara Dayabumi,
Jalan Sultan Hishamuddin,
50050 Kuala Lumpur, Malaysia.
Meeting Platform : <https://web.lumiagm.com>

The electronic means of conducting the AGM is in accordance with Section 327 of the Companies Act 2016 (the "Act") and Clause 18.14 of the Company's Constitution. The online AGM will facilitate and enable all shareholders to participate fully in the proceedings without the need to be physically present at the venue which is in accordance with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission.

This is also aligned with the prevailing and applicable SOPs as well as precautionary measures as prescribed by the Government, the Ministry of Health, Malaysian National Security Council (MKN) and other relevant authorities to curb the spread of COVID-19.

The online AGM also enable MHB to conduct its AGM within six months of its financial year end without requiring any extension of time. NO SHAREHOLDERS should be physically present or admitted at the broadcast venue on the day of the AGM.

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
Refer to Explanatory Note 1
- To re-elect the following Directors who retire pursuant to Rule 21.7 of the Company's Constitution, and being eligible, offer themselves for re-election:-
(i) Ir. Wan Yusoff Wan Hamat Resolution 1
(ii) Gladys Leong Resolution 2
Refer to Explanatory Note 2
- To re-elect the following Directors who retire by rotation pursuant to Rule 21.8 of the Company's Constitution, and being eligible, offer themselves for re-election:-
(i) Choy Khai Choon Resolution 3
(ii) Syed Hashim Syed Abdullah Resolution 4
Refer to Explanatory Note 3
- To approve the payment of Directors' Fees and Allowances to the Non-Executive Directors ("NEDs") up to an amount of RM1,960,000.00 for the period from 15 April 2021 until the conclusion of the next AGM of the Company to be held in 2022. Resolution 5
Refer to Explanatory Note 4
- To re-appoint Messrs Ernst & Young PLT, as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. Resolution 6
Refer to Explanatory Note 5
- To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

General Meeting Record of Depositors

In respect of deposited securities, only members whose names appear on the Record of Depositors on 7 April 2021 shall be eligible to participate or appoint proxy(ies) to participate in the meeting and/or vote on his/her behalf.

Proxy

If an individual shareholder is unable to attend the online AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

In respect of the beneficiaries of the shares under a nominee company's CDS account who wish to participate and vote remotely, they can request its nominee company to appoint him/her as a proxy to participate and vote remotely at the AGM. The nominee company must contact Boardroom Helpdesk (E-mail: bsr.helpdesk@boardroomlimited.com) with the details set out below for assistance and will be required to provide the following documents to Boardroom no later than forty-eight (48) hours before the AGM :

- original Proxy Form under the seal of the nominee company;
- copy of the proxy's MyKad (front and reverse); and
- proxy's email address and mobile phone number.

The corporate shareholders [through corporate representative(s) or appointed proxy(ies)] who could not participate in the online AGM are encouraged to appoint the Chairman of the meeting as their proxy and to indicate the voting instruction in the Proxy Form in accordance with the notes and instructions printed therein.

To be valid, the Proxy Form, duly completed must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. Registration Number: 199601006647 (378993-D) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or adjourned 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, and in default the instrument of proxy shall not be treated as valid. You may download the Proxy Form from the Company's website at www.mhb.com.my. Alternatively, you may deposit your proxy form by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at www.boardroomlimited.my to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting.

Administrative Guide

A copy of this notification together with the Administrative Guide for the shareholders is published on our website at www.mhb.com.my and will be sent to the shareholders.

In view of the current unprecedented situation due to the current COVID-19 pandemic, the Company reserves the right to make changes to the administration and organisation of the 32nd AGM as it deems necessary for the well-being of the shareholders as well as to enable the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.

By Order of the Board

Shahrin Albakri Mustafa Albakri (M01832)
Haniza Sabaran (MAICSA 7032233)
SSM Practising Certificate No. 201908001761
Company Secretaries
Kuala Lumpur
11 March 2021

Explanatory Notes on Ordinary Business

1. Audited Financial Statements for the financial year ended 31 December 2020

This Agenda item is meant for discussion only as Section 340(1) of the Act does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this Agenda item is not put forward for voting.

2. Re-election of Directors who retire pursuant to Rule 21.7 of the Company's Constitution

Rule 21.7 provides that the Board may, at any time, appoint a Director in addition to the existing Directors or to fill a casual vacancy, and a Director appointed under this Rule shall hold office only until the next following Annual General Meeting of the Company when he shall retire and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

Ir. Wan Yusoff Wan Hamat and Gladys Leong who were appointed during the year, will retire and being eligible, have offered themselves for election at this AGM pursuant to Rule 21.7 of the Constitution.

The profiles of the Directors standing for re-election are set out in the profile of the Board of Directors on pages 104 and 105 of the Annual Report 2020.

3. Re-election of Directors pursuant to Rule 21.8 of the Company's Constitution

Rule 21.8 provides that an election of Directors shall take place each year. All directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Unless otherwise provided by the terms of his appointment, a Director appointed or confirmed by ordinary resolution shall retire as follows:

Rule 21.8.2 provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the meeting. A retiring Director shall retain office until the close of the meeting at which he retires.

Choy Khai Choon and Syed Hashim Syed Abdullah being eligible, offer themselves for re-election at this AGM pursuant to Rule 21.8.

4. Payment of Directors' Fees and Allowances to the NEDs for the period from 15 April 2021 until the conclusion of the next AGM of the Company to be held in 2022.

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of the Directors' Fees and Allowances to the NEDs for the period from 15 April 2021 until the conclusion of the next AGM of the Company to be held in 2022 estimated to be RM1,960,000.00. The calculation is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM remains the same. The resolution is to facilitate payments of the Directors' remuneration for FYE 2021/2022.

The Board will seek shareholders' approval at the next AGM in the event the proposed Directors' remuneration is insufficient.

5. Re-appointment of Auditors

The Board and the Board Audit and Risk Committee had at their respective meetings on 18 February 2021 recommended the re-appointment of Messrs Ernst & Young PLT for the financial year ending 31 December 2021.

Messrs Ernst & Young PLT have met the criteria prescribed under the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and indicated their willingness to continue their services for the next financial year.

Abstention from Voting

All the NEDs who are shareholders of the Company will abstain from voting on Resolution 5 concerning remuneration of the NEDs of the Company, at this AGM.

NOTES ON PROXY FORM:

- A member of the Company shall be entitled to appoint another person(s) as his/her proxy(ies) to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, in accordance with Section 334(1) of the Act.
- Only depositors whose names appear in the Record of Depositors as at 7 April 2021 shall be entitled to attend, speak and vote at the meeting.
- A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to 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 and the number of shares to be represented by each proxy must be clearly indicated.
- 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- A member which is a corporation may, by resolution of its board or other governing body authorise a person or persons to act as its representative or representatives at this AGM or its adjournment thereof in accordance with Rule 20.13 of the Constitution of the Company.
- The Form of Proxy must be signed by the appointor of the proxy, or its attorney duly authorised in writing. In the case of a corporation, the Form of Proxy shall be executed under its common seal, or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.
- Pursuant to Paragraph 8.29A1 of the MMLR voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.