



MYMBN BERHAD
(Registration No.: No. 202201011844 (1457541-U))

NOTICE OF THE SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of the Company will be held at **DoubleTree by Hilton Melaka**, Level 13, Ballroom B, Hatten City, Jalan Melaka Raya 23, 75000 Melaka on Wednesday, 29 May 2024 at 10.00 a.m. to transact the following business:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A on this agenda**
- To approve the payment of Directors' fees and benefits of Non-Executive Directors of up to RM670,000.00 from 1 January 2024 until the conclusion of the next Annual General Meeting. **Ordinary Resolution 1**
- To re-elect the following Directors who retire pursuant to Clause 95.1 of the Company's Constitution: -
(a) Mr. Lavernt Chen Yun Wo **Ordinary Resolution 2**
(b) Mr. Liw Chong Liong **Ordinary Resolution 3**
(c) Mr. Lee Wei Kong **Ordinary Resolution 4**
- To re-appoint Crowe Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business

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

ORDINARY RESOLUTIONS

- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 6**

"THAT subject always to the Companies Act, 2016 ("Act") Constitution of the Company and approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to issue and allot 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 that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company at the time of issue and the Directors are hereby further empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

AND THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 52 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND FURTHER THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company".

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Act.

By Order Of The Board
MYMBN BERHAD

WONG YOUN KIM (MAICSA 7018778)
SSM PRACTISING CERTIFICATE NO.: 201908000410

LIM LI HEONG (MAICSA 7054716)
SSM PRACTISING CERTIFICATE NO.: 202008001981

WONG MEE KIAT (MAICSA 7058813)
SSM PRACTISING CERTIFICATE NO.: 202008001958
Company Secretaries

Kuala Lumpur
29 April 2024

Notes: -

- A proxy may but need not be a member of the Company.
- To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the meeting. Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
- A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
- Where a member of the Company is an exempt authorised account ("omnibus account") holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- Only depositors whose names appear in the Record of Depositors as at 22 May 2024 shall be entitled to attend the Second AGM.

EXPLANATORY NOTES: -

A. Audited Financial Statements for the Financial Year ended 31 December 2023

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 ("Act") does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

B. Ordinary Resolution 1 – Directors' fees and benefits of Non-Executive Directors

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board of Directors is seeking approval from the shareholders for the payment of Directors' fees and benefits payable to Non-Executive Directors for the period from 1 January 2024 until the conclusion of the next AGM of the Company in 2025.

C. Ordinary Resolution 6 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution proposed under item 5, is a new mandate and if passed, will authorise the Directors of the Company to issue and allot shares up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The mandate is to provide flexibility to the Company to issue and allot new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to eliminate any delay and avoid incurring additional cost. The purpose of this mandate is to facilitate the Company to undertake possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 52 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 52 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

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 disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent 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.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

- Second Annual General Meeting of the Company will be held at **DoubleTree by Hilton Melaka**, Level 13, Ballroom B, Hatten City, Jalan Melaka Raya 23, 75000 Melaka on Wednesday, 29 May 2024 at 10.00 a.m.
- The Directors who are standing for re-election at the Second Annual General Meeting of the Company pursuant to Clause 95.1 of the Company's Constitution are:
(i) Mr. Lavernt Chen Yun Wo
(ii) Mr. Liw Chong Liong
(iii) Mr. Lee Wei Kong
The details of the above Directors seeking re-election are set out in the Board of Directors' Profile as disclosed on page 7 to 14 of this Annual Report.
- The details of the above Directors' interest in the securities of the Company are stated on page 116 of this Annual Report.
- The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 December 2023 are disclosed in the Corporate Governance Overview Statement set out on page 38 of this Annual Report.
- The Directors have not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company.