

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Ninth Annual General Meeting of Muhibbah Engineering (M) Bhd will be held as a fully virtual meeting entirely through live streaming from the online meeting platform on Wednesday, 22 June 2022 at 2.30 p.m. 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 for the following purposes:-

Agenda

As Ordinary Business

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. | To re-elect the following Directors who retire pursuant to Article 85 of the Constitution of the Company:-

(i) Tan Sri Zakaria bin Abdul Hamid
(ii) Mr. Mac Chung Jin; and
(iii) Ms. Lee Poh Kwee | Resolution 1
Resolution 2
Resolution 3 |
| 3. | To approve the payment of directors’ fees and benefits payable up to an amount of RM2,300,000 from 23 June 2022 until the next AGM of the Company. | Resolution 4 |
| 4. | To re-appoint Messrs Crowe Malaysia PLT as the Company’s Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

As Special Business

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

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| 5. | Ordinary Resolution
Retention of Independent Directors

“THAT the following Directors who have each served for more than twelve (12) years to be retained as Independent Directors of the Company:-

(i) Tan Sri Zakaria bin Abdul Hamid; and
(ii) Abd Hamid bin Ibrahim. | Resolution 6
Resolution 7 |
| 6. | Ordinary Resolution
Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016

“THAT subject to Section 75 of the Companies Act, 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed 10% of the total number of issued share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT that such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act 2016.” | Resolution 8 |

7. Ordinary Resolution

Proposed Renewal of Authority for Share Buy-Back

Resolution 9

“**THAT** subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), Companies Act, 2016 (“the Act”), and the Constitution of the Company, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company through Bursa Securities (“Proposed Share Buy-Back”), as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that :-

- (i) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued share capital of the Company at any point in time; and
- (ii) the funds allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate retained profits of the Company; and
- (iii) the authority conferred by this resolution shall continue to be in force until :-
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, whether unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first.

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in the following manner :-

- (a) cancel all the shares so purchased; and/or
- (b) retain the shares so purchased as treasury shares, for distribution as share dividends to the shareholders and/or resell on the market of Bursa Securities; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back with full power to assent to any modifications and/or amendments as may be required by the relevant authorities.”

Notice of Annual General Meeting (continued)

8. Ordinary Resolution

Proposed Renewal of the Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Resolution 10

"**THAT** subject to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in 2.1.2 of the Circular to Shareholders ("Circular") dated 27 April 2022 ("Proposed Shareholders' Mandate") provided that such transactions are undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.

THAT the Proposed Shareholders' Mandate conferred by this resolution shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the Proposed Shareholders' Mandate is renewed; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by a resolution passed by the Company's shareholders at a general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to take all steps and to do all such acts and deeds as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

IRENE CHOE MEE KAM @ IRENE CHOW MEE KAM (SSM PC No. 202008003930) (MIA 16775)

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

Company Secretaries

Selangor Darul Ehsan

27 April 2022

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 60(d) of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 15 June 2022 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

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 AGM 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 AGM available at the Company's website at <http://muhibbah.com.my> or Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com> on registration, participation, speaking and voting remotely at the AGM.*
2. *The conduct of a fully virtual AGM 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 AGM.*
4. *A member entitled to attend, participate, speak and vote remotely at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote remotely 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 is no restriction as to the qualification of the proxy.*
5. *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.*
6. *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.*
7. *The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must reach the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the AGM:*
 - i. *In hardcopy form*
The Proxy Form may be deposited at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at 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, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. *By electronic means*
The Proxy Form can 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 AGM on the appointment and registration of proxy for the AGM.

Notice of Annual General Meeting (continued)

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 AGM 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad, resolution set out in this Notice will be put to vote by way of poll.*

Explanatory Notes to the Agenda

1. Audited Financial Statements for the Financial Year Ended 31 December 2021

The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of the Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence is not put forward for voting.

2. Resolutions 1, 2 and 3: Re-election of Directors

The profiles of the Directors who are standing for re-election under item 2 of this Agenda are set out in the Board of Directors' profile of the Annual Report 2021.

Based on the recommendation of the Nominating Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:

(a) Re-election of Tan Sri Zakaria bin Abdul Hamid as Senior Independent Non-Executive Director

In accordance with Article 85 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election. Tan Sri Zakaria bin Abdul Hamid, who was appointed as a Director of the Company on 20 February 2002, retires pursuant to Article 85 of the Company's Constitution and being eligible, has offered himself for re-election at the 49th Annual General Meeting.

Shareholders' approval is sought for the re-election of Tan Sri Zakaria bin Abdul Hamid, Ordinary Resolution 1. The profile of Tan Sri Zakaria bin Abdul Hamid listed in the Profile of Directors section.

(b) Re-election of Mr. Mac Chung Jin as Executive Director

In accordance with Article 85 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election. Mr. Mac Chung Jin, who was appointed as a Director of the Company on 15 May 2014, retires pursuant to Article 85 of the Company's Constitution and being eligible, has offered himself for re-election at the 49th Annual General Meeting.

Shareholders' approval is sought for the re-election of Mr. Mac Chung Jin, Ordinary Resolution 2. The profile of Mr. Mac Chung Jin listed in the Profile of Directors section.

(c) Re-election of Ms Lee Poh Kwee as Group Finance Director

In accordance with Article 85 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election. Ms Lee Poh Kwee, who was appointed as a Director of the Company on 15 May 2014, retires pursuant to Article 85 of the Company's Constitution and being eligible, has offered herself for re-election at the 49th Annual General Meeting.

Shareholders' approval is sought for the re-election of Ms Lee Poh Kwee, Ordinary Resolution 3. The profile of Ms Lee Poh Kwee listed in the Profile of Directors section.

3. Resolution 4: Approval for payment of Directors' fees and benefits to the Non-Executive Directors

Section 230(1) of the Companies Act, 2016 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. In this respect, shareholders' approval shall be sought at the forthcoming Forty-Ninth Annual General Meeting on the Directors' fees and benefits under Resolution 4. The Director's benefits comprise meeting allowances, travelling allowances and other benefits such as directors' and officers' liability insurance.

4. Resolutions 6 & 7: Approval pertaining to the Continuation of Terms of Office as Independent Director

The Board of Directors has vide the Nominating Committee conducted an assessment of independence of the following directors who have each served as Independent Director for a cumulative term of more than twelve (12) years and recommended them to continue to act as Independent Directors based on the following justifications:

- (i) Tan Sri Zakaria bin Abdul Hamid; and
- (ii) Abd Hamid bin Ibrahim.

Justifications

- (a) They have met the independence criteria set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and are therefore able to give independent opinion to the Board;
- (b) Being directors for more than twelve (12) years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous insight and knowledge of the Company's operations;
- (c) They have contributed sufficient time and exercised due care during their tenure as Independent Directors;
- (d) They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- (e) They have safeguarded the interests of the minority shareholders of the Company;
- (f) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner;
- (g) They have provided objective views on the performance of the Executive Director and Management in meeting the agreed goals and objectives; and
- (h) They have ensured that there were effective checks and balances in Board proceedings.

Notice of Annual General Meeting (continued)

5. Resolution 8: Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016

For Resolution 8, Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016 if passed will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The purposes of this general mandate is for possible fund raising exercise but not limited to further placing of the shares for purpose of funding investment(s), working capital and/or acquisitions at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organize a general meeting. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.

This general mandate is a renewal of the mandate obtained from the shareholders at the Annual General Meeting of the Company held on 29 June 2021. The Company did not exercise the mandate obtained at the last Annual General Meeting and thus no proceeds were raised from the previous mandate.

6. Resolution 9: Proposed Renewal of Authority for Share Buy-Back

For Resolution 9, the detailed information on the Proposed Renewal of Authority for Share Buy-Back Authority is set out in the Statement/Circular to Shareholders dated 27 April 2022 which is despatched together with the Company's Annual Report 2021.

7. Resolution 10: Proposed Renewal of the Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

For Resolution 10, the detailed information on the Proposed Shareholders' Mandate is set out in Statement/Circular to Shareholders dated 27 April 2022 which is despatched together with the Company's Annual Report 2021.