

Announcements / Filings to Bursa Malaysia

GENERAL MEETINGS: Notice of Meeting

MINDA GLOBAL BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Notice of First Annual General Meeting
Date of Meeting	27 Jun 2018
Time	02:00 PM
Venue	Asia Metropolitan University 3517, Jalan Teknokrat 5 Cyber 5 63000 Cyberjaya Selangor Darul Ehsan
Date of General Meeting Record of Depositors	19 Jun 2018

Please refer attachment below.

Minda Global Berhad

(Company No. 1209985-V)
(Incorporated in Malaysia)

NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Company will be held at Asia Metropolitan University, 3517, Jalan Teknokrat 5, Cyber 5, 63000 Cyberjaya, Selangor Darul Ehsan on Wednesday, 27 June 2018 at 2.00 p.m., for the following purposes :-

ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial period from 23 November 2016 (Date of Incorporation) to 31 December 2017 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note A**
- To approve the payment of Directors' fees and meeting allowances payable to the Non-Executive Directors from 9 January 2018 until the conclusion of the next Annual General Meeting of the Company. **Resolution 1 Please refer to Explanatory Note B**
- To re-elect the following Directors who are retiring in accordance with Article 103 of the Company's Constitution and who being eligible offer themselves for re-election :-
 - General Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) **Resolution 2**
 - Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar **Resolution 3**
 - Tan Sri Datuk (Dr.) Rafiah Binti Salim **Resolution 4**
 - Professor Colonel Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Haji Mahfar **Resolution 5**
 - Dato' Tan Choon Hwa @ Esther Tan Choon Hwa **Resolution 6**
 - Mr Sanjeev Nanavati **Resolution 7**
- To re-appoint Messrs Baker Tilly Monteiro Heng as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS :

To consider and, if thought fit, to pass the following Ordinary Resolution:-

- Authority for Directors to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **Resolution 9 Please refer to Explanatory Note C**

"**THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, 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 total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and listing of and quotation for the additional shares so issued on Bursa Securities **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

OTHER ORDINARY BUSINESS

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

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)
Company Secretary

Selangor Darul Ehsan

Dated this 28 May 2018

NOTES :

- A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of the proxy.

- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed either under its Common Seal or under the hand of its officer or attorney duly authorised.
- 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 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.
- A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- General Meeting Record of Depositors**
For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 78 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 June 2018. Only a depositor whose name appears on the Record of Depositors as at 19 June 2018 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

EXPLANATORY NOTES :

- Audited Financial Statements for the Financial Period from 23 November 2016 (Date of Incorporation) to 31 December 2017**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to Section 340(1)(a) of the Act. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.

- Ordinary Resolution 1 - Directors' Fees and Meeting Allowances**

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 meeting allowances payable to Non-Executive Directors based on the structure below:

		Directors' Fees (Per Director) RM	Meeting Allowances (Per Meeting) RM
Board of Directors	Chairman	Up to 5,500 per month	1,000
	Member		500
Audit and Risk Management Committee	Chairman	-	1,000
	Member		500
Nomination and Remuneration Committee	Chairman	-	1,000
	Member		500

- Ordinary Resolution 9 - Authority for Directors to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 9 under Agenda item 5 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

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