

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 Second Annual General Meeting |
| Date of Meeting | 27 Jun 2019 |
| Time | 02:00 PM |
| Venue | Lecture Hall 3, Level 4, Academic Block, CUCMS Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan |
| Date of General Meeting Record of Depositors | 17 Jun 2019 |

| | |
|-------------------------|------------------------------|
| Company Name | MINDA GLOBAL BERHAD |
| Stock Name | MINDA |
| Date Announced | 02 Apr 2019 |
| Category | General Announcement for PLC |
| Reference Number | GA1-02042019-00058 |

Minda Global Berhad

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

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of the Company will be held at Lecture Hall 3, Level 4, Academic Block, CUCMS Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Thursday, 27 June 2019 at 2.00 p.m., for the following purposes :-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 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 15 June 2019 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 Clause 103 of the Company's Constitution and who being eligible offer themselves for re-election :-
(a) General Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) **Resolution 2**
(b) Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar **Resolution 3**
- To re-elect the following Director who is retiring in accordance with Clause 110 of the Company's Constitution and being eligible offer himself for re-election :-
(a) Mr. Maha Ramanathan Palan **Resolution 4**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

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 6 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 of which due notice shall be given in accordance with the Company's Constitution and the Act.

By Order of the Board

WONG YOUN KIM
(MAICSA 7018778)
Company Secretary

Kuala Lumpur

Dated this 30 April 2019

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 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 Clause 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 17 June 2019. Only a depositor whose name appears on the Record of Depositors as at 17 June 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

EXPLANATORY NOTES:

A. Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 December 2018

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.

B. 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 for the period from 15 June 2019 until the conclusion of the next Annual General Meeting of the Company in 2020 based on the structure below:-

| | | Directors' Fees (Per Director) RM | Meeting Allowances (Per Meeting) RM |
|---------------------------------------|----------|-----------------------------------|-------------------------------------|
| Board of Directors | Chairman | 5,000 per month | 1,000 |
| | Member | 4,000 per month | 500 |
| Audit and Risk Management Committee | Chairman | - | 1,000 |
| | Member | - | 500 |
| Nomination and Remuneration Committee | Chairman | - | 1,000 |
| | Member | - | 500 |

C. Ordinary Resolution 6 - Authority for Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

The proposed Resolution 6, 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.

STATEMENT ACCOMPANYING NOTICE OF SECOND ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

- The Directors seeking re-election at the Second Annual General Meeting of the Company pursuant to Clause 103 of the Company's Constitution are as follows :-
(a) General Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.)
(b) Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar
- The Director seeking re-election at the Second Annual General Meeting of the Company pursuant to Clause 110 of the Company's Constitution is as follows :-
(a) Mr. Maha Ramanathan Palan

The profiles of the above Directors who are seeking re-elections are set out in the Directors' Profile as disclosed on pages 24 to 27 of the Company's Annual Report 2018.

The details of the interest of the Directors in the securities of the Company are stated on page 63 of the Company's Annual Report 2018.