



**MAGNA PRIMA BERHAD** (369519-P)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Third Annual General Meeting ("AGM") of Magna Prima Berhad ("Magna Prima") will be held at Ideal Convention Centre – IDCC Shah Alam, Level 7, Jalan Pahat L 15/L, Seksyen 15, 40200 Shah Alam, Selangor Darul Ehsan on Wednesday, 6 June 2018 at 10.00 a.m. for the following purposes:

### As Ordinary Business:

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| 1. To receive the audited financial statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.   |  |
| 2. To re-elect the following Directors who shall retire in accordance with Article 100 of the Company's Articles of Association:<br>i- Ybhg Datuk Seri Rahadian Mahmud bin Mohammad Khalil<br>ii- Mr. Chang Chee Kok  | <b>Resolution 1</b><br><b>Resolution 2</b> |
| 3. To re-elect Mr. Low Yew Shen who shall retire in accordance with Article 105 of the Company's Articles of Association.   | <b>Resolution 3</b>                        |
| 4. To approve the payment of Directors' fees of RM246,000 for the financial year ended 31 December 2017.  | <b>Resolution 4</b>                        |
| 5. To approve the payment of Directors' fees up to RM348,500 in respect of the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company.   | <b>Resolution 5</b>                        |
| 6. To approve the payment of a meeting attendance allowance of RM500 per meeting to the Non-Executive Directors and leave passage allowance of RM12,000 per annum to the Chairman for the period from 1 January 2018 until the conclusion of the next AGM of the Company. | <b>Resolution 6</b>                        |
| 7. To re-appoint Messrs Morison Anuarul Azizan Chew (AF 001977) as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Board of Directors to fix their remuneration.  | <b>Resolution 7</b>                        |

### AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following resolutions:-

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| 8. Retention of Independent Non-Executive Directors   |  |
| "THAT approval be and is hereby given to the following Directors who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017":-<br>(a) YBhg Tan Sri Datuk Adzmi bin Abdul Wahab<br>(b) En Szalzi bin Saad | <b>Resolution 8</b><br><b>Resolution 9</b> |
| 9. Authority to Allot and Issue Shares in General Pursuant to Section 76 of the Companies Act, 2016   | <b>Resolution 10</b>                       |

"THAT pursuant to Section 76 of the Companies Act, 2016 and subject always to the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company, at any time, until the conclusion of the next AGM of the Company, to such person or persons whomsoever, upon such terms and conditions as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being."

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| 10. Proposed renewal of authority to purchase own shares ("Proposed Renewal of Share Buy-Back") | <b>Resolution 11</b> |
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"THAT subject to the provisions under the Act, the Memorandum and Articles of Association of Magna Prima, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased and/or held pursuant to this resolution shall not exceed 10% of the total issued share capital of the Company at any time and an amount not exceeding the total retained profits based on the audited financial statements for the financial year ended 31 December 2017 allocated by the Company for the Proposed Renewal of Share Buy-Back;

THAT the ordinary shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and either subsequently to be cancelled, distributed as dividends or re-sold on Bursa Securities;

THAT the authority conferred by the resolution will be effective immediately from the passing of this ordinary resolution until:-

- the conclusion of the next AGM of Magna Prima in 2019 at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first,

AND THAT the Directors of the Company be and are hereby authorised to take all such steps in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, changes, variations and/or amendments or as a consequence of any such requirement by the relevant authorities or as may be deemed necessary and/or expedient in the best interests of the Company;

By order of the Board

YUEN YOKE PING (MAICSA 7014044)  
Company Secretary  
Shah Alam  
Date: 27 April 2018

### Notes:

- A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf.
- A proxy need not be a member of the Company.
- Where the member of the Company appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- If the proxy is executed by a corporation, the Form of Proxy must be under its common seal or the hand of an officer or attorney duly authorised.
- The instrument appointing the proxy must be deposited at the Registered Office of the Company at Lot 4.01, Level 4, IDCC Corporate Tower, Jalan Pahat L 15/L, Seksyen 15, 40200 Shah Alam, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned Meeting.
- Depositors who appear in the Record of Depositors as at 31 May 2018 shall be regarded as member of the Company entitled to attend the Twenty Third Annual General Meeting or appoint a proxy to attend and vote on his behalf.

### Explanatory Notes Business:

#### 1. Audited Financial Statements for the financial year ended 31 December 2017

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. Resolution 8 and 9

YBhg Tan Sri Datuk Adzmi bin Abdul Wahab and En Szalzi bin Saad have served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Both the Nomination Committee and the Board have recommended the two (2) Non – Executive Directors to continue to act as Independent Non-Executive Director based on the following justifications by passing the Ordinary Resolutions 8 and 9 :-

- They have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirement of Bursa Securities, and thus, they are able to provide check and balance and bring an element of objectivity to the Board;
- They have vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion, exercise independent judgement and have the ability to act in the best interest of the Company;
- They have devoted sufficient time and attention to their professional obligations for informed and balanced decision making;
- They have continued to exercise independence and due care during their tenure as an Independent Non-Executive Director of the Company and carried out their professional duties in the best interest of the Company and shareholders; and
- They have shown great integrity of independence and had not entered into any related party transaction with the Company.

#### 3. Resolution 10

The Ordinary Resolution 10, if passed, will give the Directors of the Company, from the date of the above General Meeting, authority to issue and allot ordinary shares from the issued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 24 May 2017. The Company has not issued any new share which was approved at the Twenty Second AGM held on 24 May 2017 and which will lapse at the conclusion of the forthcoming Twenty Third AGM. The renewal of the general mandate, if granted, is to provide flexibility to the Company to issue new securities without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

#### 4. Resolution 11

The Ordinary Resolution 11, if passed, will empower the Directors to purchase Magna Prima shares through Bursa Securities of up to 10% of the total issued and paid-up share capital of the Company. The details on Ordinary Resolution 11 on the Proposed Renewal of Share Buy-Back is contained in the Share Buy-Back Statement as set out in this Annual Report.