



MULPHA

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
(Incorporated in Malaysia)

28 April 2023

Dear Shareholders of Mulpha International Bhd. (“**Mulpha**”),

NOTIFICATION TO SHAREHOLDERS OF THE VIRTUAL 49TH ANNUAL GENERAL MEETING (“AGM”)

We are pleased to invite you to participate in the AGM of Mulpha, which will be conducted as a virtual meeting through live streaming via remote participation and online voting facilities from the broadcast venue, details as set out below:

Day / Date / Time	: Thursday, 8 June 2023 at 2.30 p.m.
Broadcast Venue	: Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Online Meeting Platform	: Lumi AGM provided by Boardroom Share Registrars Sdn Bhd in Malaysia at https://meeting.boardroomlimited.my

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be present at the main venue of the AGM. Therefore, **no shareholders/ proxies/ corporate representatives shall be physically present or allowed to enter the Broadcast Venue on the day of AGM.**

Shareholders/ proxies/ corporate representatives who wish to participate in the AGM remotely are required to register via the link at <https://investor.boardroomlimited.com>. Please refer to the steps for registration in the Administrative Guide for the AGM which is available at Mulpha’s corporate website at www.mulpha.com.my.

If you wish to appoint a proxy to participate and vote on your behalf at the AGM, you may deposit your Proxy Form with our Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at +603-7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com, by sending it through the post, or submitting it electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> **no later than Tuesday, 6 June 2023 at 2.30 p.m.** Please refer to the Administrative Guide for the AGM for further information.

In our efforts of going green and in preserving the environment, the following documents are available to be downloaded from Mulpha’s corporate website at www.mulpha.com.my under the “Investor Relations” section and Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com under “Company Announcements”:

1. Annual Report 2022
2. Share Buy-Back Statement on the proposed renewal of authority for the purchase by Mulpha of its own shares
3. Corporate Governance Report 2022
4. Notice of the AGM; Administrative Guide for the AGM; Proxy Form; and Request Form for printed copy of Annual Report 2022 and/or Share Buy-Back Statement

Should you need a copy of the printed Annual Report 2022 and/or Share Buy-Back Statement, please complete the Request Form and send it to our office at PH2, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia; or fax to +603-7718 6363; or email to laimeng.lee@mulpha.com.my. Alternatively, you may submit your request in the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> under “Investor Services”. However, please consider the environment before making a request for a printed copy.

We thank you for your continued support to Mulpha. If you need any assistance, kindly contact our Company Secretary at tel no: +603-7718 6288 or our Share Registrar, Boardroom Share Registrars Sdn Bhd at tel no: +603-7890 4700 during office hours, or email to BSR.Helpdesk@boardroomlimited.com.

Yours faithfully,
For and on behalf of Mulpha International Bhd.

LEE SENG HUANG
Executive Chairman

NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 49th Annual General Meeting ("AGM") of Mulpha International Bhd. ("the Company") will be held as a virtual meeting on the following date, time and venue for the following purposes:

Day and Date	: Thursday, 8 June 2023
Time	: 2.30 p.m.
Broadcast Venue	: Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Online Meeting Platform	: Lumi AGM provided by Boardroom Share Registrars Sdn Bhd in Malaysia at https://meeting.boardroomlimited.my

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon. (*Please refer to Explanatory Note 1*)
- To re-elect Mr Lee Eng Leong who retires by rotation pursuant to Clause 106 of the Company's Constitution and being eligible, has offered himself for re-election. (*Ordinary Resolution 1*)
- To re-elect Mr Geoffrey Earl Grady who retires by rotation pursuant to Clause 106 of the Company's Constitution and being eligible, has offered himself for re-election. (*Ordinary Resolution 2*)
- To re-elect Ms Josephine Phan Su Han who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered herself for re-election. (*Ordinary Resolution 3*)
- To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company (based on the remuneration structure as disclosed in item 4 of the Explanatory Notes on Ordinary and Special Business) for the period from 9 June 2023 until the conclusion of the next AGM of the Company to be held in 2024. (*Ordinary Resolution 4*)
- To re-appoint Messrs KPMG PLT as 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, to pass the following Resolutions:-

ORDINARY RESOLUTION:

Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject always to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act:

- to issue and allot new shares in the Company; and/or
- to grant rights to subscribe for shares in the Company; and/or
- to convert any security into shares in the Company; and/or
- to allot shares under an agreement or option or offer,

at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of new shares issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) ("10% General Mandate").

THAT such approval of the 10% General Mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

AND THAT the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the 10% General Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities." (*Ordinary Resolution 6*)

ORDINARY RESOLUTION:

Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan

"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders at the Extraordinary General Meeting held on 27 June 2011 and renewed at the AGM held on 9 June 2022, the Directors be and are hereby authorised to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company.

THAT the Directors and the Secretary be and are hereby authorised to do all such acts and enter into all such transactions, agreements, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or at the discretion of the Directors in the best interest of the Company." (*Ordinary Resolution 7*)

ORDINARY RESOLUTION:

Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

"THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, 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 may deem fit and expedient in the interest of the Company PROVIDED THAT:

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, 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 ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." (*Ordinary Resolution 8*)

By Order of the Board

LEE ENG LEONG (MIA 7313) (SSM PC No. 201908003732)
LEE SUAN CHOO (MAICSA 7017562) (SSM PC No. 202008003634)
Company Secretaries

Johor Darul Takzim
28 April 2023

NOTES:

- The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities ("RPV"). Please follow the procedures as set out in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.HelpDesk@boardroomlimited.com, by sending it through the post, or submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 31 May 2023 and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of AGM shall be put to vote by way of poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the 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"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) 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.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2022

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

2. Ordinary Resolutions 1 & 2 – Re-Election of Retiring Directors pursuant to Clause 106 of the Company's Constitution

Pursuant to Clause 106 of the Company's Constitution, one-third or the number nearest to one-third of the Directors of the Company shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

Mr Lee Eng Leong and Mr Geoffrey Earl Grady are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this AGM.

For the purpose of determining the eligibility of the Directors to stand for re-election at this AGM and in line with the Main Market Listing Requirements of Bursa Securities and Practice 5.1 of the Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia, the Nomination Committee ("NC") has reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board for the financial year 2022. The retiring Directors have provided the fit and proper declarations in accordance with the Directors' Fit and Proper Policy. Mr Geoffrey Earl Grady, being the Independent Non-Executive Director, has declared that he satisfied and fulfilled all the criteria of independence as defined under Chapter 1, Paragraph 1.01 of the Main Market Listing Requirements of Bursa Securities. Accordingly, the NC has recommended the re-election of the retiring Directors based on the following considerations:

- demonstrated diligence and commitment, satisfactory performance and have met the Board's expectation in discharging their duties and responsibilities;
- met the fit and proper criteria with reference to the Directors' Fit and Proper Policy;
- their ability to act in the best interest of the Company in decision-making; and
- level of independence demonstrated by the Independent Non-Executive Director, Mr Geoffrey Earl Grady.

The Board has endorsed the NC's recommendation subject to the shareholders' approval at this AGM. The retiring Directors had abstained from deliberation and decision on their respective eligibility to stand for re-election at the relevant NC and Board Meetings. The profiles of Mr Lee Eng Leong and Mr Geoffrey Earl Grady are set out in the Profile of Board of Directors section of the Annual Report 2022.

3. Ordinary Resolution 3 – Re-Election of Retiring Director pursuant to Clause 89 of the Company's Constitution

Pursuant to Clause 89 of the Company's Constitution, any Director who is newly appointed shall hold office only until the next AGM and shall then be eligible for re-election but he/she shall not be taken into account in determining the number of Directors who are to retire by rotation at the AGM.

Ms Josephine Phan Su Han who was appointed as Independent Non-Executive Director of the Company on 1 April 2023, is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at this AGM.

The appointment of Ms Josephine Phan Su Han was duly considered by the NC taking into account her background, qualification, experience, integrity, competence, time commitment and independence. Upon the recommendation of the NC, the Board approved the said appointment. Her profile is set out in the Profile of Board of Directors section of the Annual Report 2022.

4. Ordinary Resolution 4 – Payment of Directors' Fees and Benefits

Section 230(1) of the Act provides amongst others, that the fees and benefits ("Remuneration") payable to the Directors of a listed company shall be approved by the shareholders at a general meeting. The Remuneration payable to the Non-Executive Directors of the Company comprises Directors' fees, fixed allowance and meeting attendance allowance.

In March 2023, a review of the Remuneration for Non-Executive Directors was carried out to ensure the Remuneration is comparable with the prevalent market by benchmarking against the remuneration framework of comparable public listed companies. The roles of Directors are becoming more demanding given the heightened responsibilities and accountabilities required of them under the stricter requirements of the Act, Main Market Listing Requirements of Bursa Securities, Malaysian Code on Corporate Governance 2021, Securities Commission guidelines and Malaysian Anti-Corruption Commission Act. In order for the Non-Executive Directors to play a more constructive and forward-looking role, they are required to commit more time and to have a better understanding of the business operations of the Group. The Remuneration for Non-Executive Directors was last reviewed in 2020 and the increase was approved at the AGM of the Company held on 30 July 2020.

In view of the above, it is recommended that the Remuneration payable to the Non-Executive Directors be revised as set out in the table below:

Directors' Fees / Allowances	Existing Fees/ Allowances	Proposed Fees/ Allowances
Directors' Fees (payable on monthly basis):		
● For Chairman of Audit and Risk Management Committee ("ARMC")	RM100,000 per annum	RM104,000 per annum
● For other Non-Executive Directors	RM90,000 per annum	RM93,600 per annum
Fixed Allowance (payable on quarterly basis):		
● For Chairman of ARMC	RM50,000 per annum	RM52,000 per annum
● For Chairman of other Board Committees	RM15,000 per annum	RM15,600 per annum
Meeting Allowance for attendance of Board and Board Committee Meetings (payable after each meeting)	RM3,000 per meeting	RM3,200 per meeting

The recommendation for the revised Remuneration payable to the Non-Executive Directors is to commensurate with their duties, responsibilities, commitment and contribution with reference to their statutory duties, the growing and complexity of the Group's businesses and the increased expectations from various stakeholders. The fixed allowances were given to the Chairmen of Board Committees in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities as a Committee Chair.

This Resolution is to seek shareholders' approval for payment of the Remuneration to the Non-Executive Directors for the period from 9 June 2023 until the conclusion of the next AGM of the Company to be held in 2024.

5. Ordinary Resolution 5 – Re-Appointment of Auditors

The ARMC has undertaken an annual assessment of the suitability and independence of Messrs KPMG PLT ("KPMG") as Auditors of the Company based on the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

In its assessment, the ARMC considered several factors which include the following:

- Adequacy of experience and resources of KPMG and the level of knowledge, capabilities and experience of the staff assigned to the audit;
- Quality of performance and level of engagement of KPMG with the ARMC throughout the year;
- Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
- Appropriateness of audit approach and the effectiveness of audit planning;
- Ability to perform audit work within agreed timeframe; and
- Independence and objectivity of KPMG when interpreting standards/policies adopted by the Company.

The ARMC was satisfied with the suitability of KPMG based on the quality of audit, performance, competency and sufficiency of resources that KPMG provided to the Group. The ARMC was also satisfied in its review that the provision of non-audit services by KPMG to the Company for the financial year 2022 did not in any way impair their objectivity and independence as the external auditors.

The Board has approved the ARMC's recommendation for the shareholders' approval to be sought at this AGM on the re-appointment of KPMG as Auditors of the Company.

6. Ordinary Resolution 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

This Resolution is to empower the Directors to issue and allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company and/or allot shares under an agreement or option or offer, at any time at such price, upon such terms and conditions, for such purposes and to such person(s) as they consider would be in the interest of the Company, provided that the aggregate number of new shares issued, when aggregated with the total number of any such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company for the time being.

The Board is of the view that the general mandate would be in the best interest of the Company and its shareholders as it would allow the Company to raise funds efficiently and expeditiously to meet its funding requirements, should the Company be required to do so. It will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding current and future investment(s), project(s), acquisition(s) and/or working capital. The general mandate is sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of shares.

The authority for this general mandate will, unless revoked or varied by the Company in a 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 earlier.

7. Ordinary Resolution 7 – Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan

This Resolution is to give authority to the Directors to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company. A renewal of this authority will be sought at the subsequent AGM.

8. Ordinary Resolution 8 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

This Resolution, if passed, will renew the shareholders' mandate for the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-back Statement dated 28 April 2023.

Statement Accompanying Notice of 49th Annual General Meeting

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

1. Details of persons who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking for election as a Director at the 49th AGM of the Company.

2. A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities

The proposed Ordinary Resolution 6 on the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares or securities were issued pursuant to the said mandate granted to the Directors at the last AGM held on 9 June 2022.



Administrative Guide

FOR 49TH ANNUAL GENERAL MEETING

Day and Date	: Thursday, 8 June 2023
Time	: 2.30 p.m.
Broadcast Venue	: Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Online Meeting Platform	: https://meeting.boardroomlimited.my

A. VIRTUAL 49TH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”)

1. The AGM of Mulpha International Bhd.’s (“**the Company**”) will be conducted virtually in accordance with the revised ‘*Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers*’ issued by the Securities Commission Malaysia on 8 June 2023, as the country entered into the “transition to endemic” phase. In this respect, the Company will continue to leverage technology to ensure that the AGM supports meaningful engagement between the Board/Management and shareholders of the Company.
2. The main and only venue of the virtual AGM as indicated above is strictly to serve as the Broadcast Venue where the Chairman of the Meeting is physically present and **no shareholders or proxies from the public shall be physically present at nor admitted to the Broadcast Venue**. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the virtual AGM shall be in Malaysia and the Chairman must be present at the Broadcast Venue of the AGM. The electronic means of conducting the AGM on a virtual basis will facilitate and enable all shareholders to participate fully in the Meeting proceedings without the need to be physically present at the Broadcast Venue.
3. The Company will be using its Share Registrar, Boardroom Share Registrars Sdn Bhd’s (“**Boardroom**”) Lumi AGM solution which is available on the designated link at <https://meeting.boardroomlimited.my>.
4. Shareholders are reminded to kindly check our website at www.mulpha.com.my for the latest announcements or updates, if any, regarding the administration of the AGM.

B. ENTITLEMENT TO PARTICIPATE AND VOTE AT THE AGM

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **31 May 2023** shall be entitled to virtually attend, participate, pose questions via text and vote at the AGM or appoint a proxy(ies) to attend and participate on his/her behalf.

C. MODE OF COMMUNICATION

1. Shareholders may submit questions in advance relating to the agenda items of the AGM and/or the Annual Report 2022 commencing from 28 April 2023 and in any event, no later than 2.30 p.m. on 1 June 2023 via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> using the same user ID and password provided by Boardroom, as stated in Note G below, and select “**SUBMIT QUESTION**” to pose questions.
2. Shareholders may pose questions via real time submission of typed texts during the live streaming of the AGM. The Messaging window facility will be opened concurrently with the Online Meeting Portal i.e. 1 hour before the AGM, which is from 1.30 p.m. on Thursday, 8 June 2023.

D. APPOINTMENT OF PROXY

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint not more than 2 proxies to participate and vote in his/her stead. If you are not able to participate in the AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
2. The Proxy Form must be deposited with the Company's Share Registrars, Boardroom at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post and to reach the Share Registrar's office not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

Alternatively, the proxy appointment may also be lodged electronically at <https://investor.boardroomlimited.com>, which is free and available to all individual shareholders, no later than **2.30 p.m. on Tuesday, 6 June 2023** (48 hours before the AGM). Kindly refer to the steps below under item 2 in Note G – "Submit Request for Remote Participation User ID & Password and eProxy Lodgement".

3. If you wish to participate in the AGM yourself, please do not submit any Proxy Form for the AGM. **You will not be allowed to participate in the AGM together with the proxy(ies) appointed by you.**

E. REVOCATION OF PROXY

1. If you have submitted your Proxy Form prior to the AGM and subsequently decide to personally participate in the AGM, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointment of your proxy(ies) at least 48 hours before the commencement of the AGM. Upon revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, kindly advise your proxy(ies) accordingly.

F. PROCEDURES FOR THE AGM AND VOTING




1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. For the purpose of the AGM, the remote participation and electronic voting may be carried out via personal smart mobile phones, tablets or personal computers/laptops.
3. There are 2 methods for shareholders and proxies who wish to use their personal voting device to participate and vote remotely. The methods are as follows:
 - (i) Use the QR Scanner Code provided to you in the email notification received after successful registration; or
 - (ii) Go to the website URL <https://meeting.boardroomlimited.my>.
4. You may proceed to cast your votes on each of the proposed resolutions to be tabled at the AGM as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
5. The Scrutineers will verify the poll results upon the closure of the poll session to be announced by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote are successfully carried or not.
6. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the AGM has commenced. It is therefore your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the live webcast as well as for remote online voting is highly dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
7. No recording or photography of the Meeting proceedings is allowed.

G. PROCEDURES FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”)

1. Shareholders are encouraged to go online, participate and vote at the AGM via remote participation and electronic voting. **Please follow the steps below on how to request for log in user ID and password.**
2. Please note that the remote participation and electronic voting are available to:
 - (i) Individual Shareholders;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

BEFORE THE AGM (from 28 April 2023 to 6 June 2023)	
Steps	Actions
<p>1. Register Online with Boardroom Smart Investor Portal (“BSIP”)</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This is a ONE-TIME registration (for first-time registration only).</i> • <i>If you have already signed up with BSIP, you are not required to register again.</i> • <i>Proceed to Step 2 below once you are a registered user.</i> 	<p>a. Access website https://investor.boardroomlimited.com.</p> <p>b. Click <<Register>> to sign up as a user and select the correct account type i.e. “Shareholder” or “Corporate Holder”.</p> <p>c. Complete registration with all required information. Upload a softcopy of your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. For corporate holder, please also attach the authorisation letter. Click “Sign Up”.</p> <p>d. You will receive an email from BSIP Online for email address verification. Click on “Verify Email Address” from the email received to proceed with the registration.</p> <p>e. Once your email address is verified, you will be redirected to BSIP Online for verification of your mobile number. Click on “Request OTP Code” and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click “Enter” to complete the process.</p> <p>f. Once your mobile number is verified, registration of your new BSIP account will be pending final verification.</p> <p>g. An email will be sent to you within one (1) business day informing on the approval of your BSIP account. You can login at https://investor.boardroomlimited.com with the email address and password that you provided during registration to proceed with the next step.</p>
<p>2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Registration for remote access will open on 28 April 2023.</i> • <i>Closing date and time to submit your registration is Tuesday, 6 June 2023 at 2.30 p.m. (48 hours before the AGM)</i> 	<p>For Individual Shareholders and Corporate Shareholders</p> <p>a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above.</p> <p>b. Select “MULPHA INTERNATIONAL BHD FORTY-NINTH (49TH) VIRTUAL ANNUAL GENERAL MEETING” from the list of Corporate Meeting Event and click “Enter”.</p> <p>c. Click on “Register for RPEV”.</p> <p>d. Enter your CDS Account Number, read and agree to the Terms & Conditions to complete the registration.</p> <p>For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees (via email)</p> <p>a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form for the registration.</p> <p>b. Please provide a copy of the Corporate Representative’s MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</p>

Steps	Actions (cont'd)
<p>2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement (cont'd)</p>	<p>For Individual and Corporate Shareholders (eProxy Lodgement)</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select "MULPHA INTERNATIONAL BHD FORTY-NINTH (49TH) VIRTUAL ANNUAL GENERAL MEETING" from the list of Corporate Meeting Event and click "Enter". c. Go to "PROXY" and click on "Submit eProxy Form". d. Select the company you would like to be represented (if more than one) – for Corporate Shareholders only. e. Enter your CDS Account Number and number of securities held. f. Select your proxy – either the Chairman of the meeting or individual named proxy(ies). g. Read and accept the General Terms & Conditions by clicking "Next". h. Enter the required particulars of your proxy(ies). i. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If no indication is given, your proxy will decide on your votes during the meeting. j. Review and confirm your proxy appointment and click "Apply". k. Download or print the eProxy Form as acknowledgement. <p>For Authorised Nominees and Exempt Authorised Nominees (eProxy Lodgement)</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select "MULPHA INTERNATIONAL BHD FORTY-NINTH (49TH) VIRTUAL ANNUAL GENERAL MEETING" from the list of Corporate Meeting Event and click "Enter". c. Go to "PROXY" and click on "Submit eProxy Form". d. Select the company you would like to be represented (if more than one). e. Proceed to download the file format for "Submission of Proxy Form". f. Prepare the file for the appointment of proxy(ies) by inserting the required data. g. Proceed to upload the duly completed Proxy Appointment file. h. Review and confirm your proxy appointment and click "Submit". i. Download or print the eProxy Form as acknowledgement. <p>[Note: If you are the authorised representative for more than one (1) authorised nominee/exempt authorised nominee/corporate shareholder, kindly click the home button and select "Edit Profile" in order to add company name.]</p>
<p>3. Email Notification</p>	<ol style="list-style-type: none"> a. You will receive a notification from Boardroom that your request has been received and is being verified. b. Upon system verification against the General Meeting Record of Depositors as at 31 May 2023, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.

ON THE DAY OF AGM (8 June 2023)	
Steps	Actions
1. Log in to Online Meeting Platform <i>Note:</i> <ul style="list-style-type: none"> • Latest version of internet browsers such as Chrome, Edge, Firefox or Safari are recommended. • You may not be able to gain access to the AGM via the RPEV facilities if there is an existing firewall on the device that you are using. 	a. The Online Meeting Portal will be opened for log in one (1) hour before the commencement of AGM i.e. from 1.30 p.m. on 8 June 2023. b. The Meeting Platform can be accessed via one of the following: <ul style="list-style-type: none"> • Use the QR Scanner Code provided to you in the email notification received after successful registration; OR • Go to the website URL https://meeting.boardroomlimited.my. c. Enter the Meeting ID Number and sign in with the user ID and password provided in the confirmation email from Boardroom.
2. Participate through live webcast <i>Note:</i> <ul style="list-style-type: none"> • You will be able to view the Company's presentation or slides via the live webcast. • Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. 	a. If you would like to view live webcast, select the "Broadcast" icon  b. If you would like to ask a question during the AGM, select the "Messaging" icon  c. To submit a question, type your message within the chat box and click the "Send" button once completed. d. The messaging/submit question tab will be disabled when the Chairman announces the closure of the Q&A session.
3. Online Remote Voting	a. Once the Meeting is open for voting, the polling icon  will appear with the resolutions and your voting choices on your screen until the Chairman declares the end of the voting session. b. To vote, select your voting direction from the options provided. c. A confirmation message will appear to show your vote has been received. d. To change your vote, select another voting direction. e. If you wish to cancel your vote, please press "Cancel". f. The voting tab will be disabled upon the closure of the poll.
4. End of Remote Participation	a. Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end. b. You can then log out from the Online Meeting Platform.

H. VOUCHERS / DOOR GIFT

1. There will be **NO vouchers or door gift** for shareholders/proxies who participate in the AGM.

I. ENQUIRY

1. If you have any enquiries on online registration and/or proxy lodgement, or if you wish to request for technical assistance to participate in the virtual AGM, please contact Boardroom during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn Bhd

Tel No : +603-7890 4700 (Helpdesk)

Fax No : +603-7890 4670

Email : BSR.Helpdesk@boardroomlimited.com

2. If you have any general enquiries on the AGM, please email your queries to laimeng.lee@mulpha.com.my prior to the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the 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"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
Incorporated in Malaysia

No. of Shares held	
CDS Account No.	

PROXY FORM

I/We _____ NRIC No./Company No. _____

Tel No. _____ of _____

_____ being a member of the Company, hereby appoint

_____ NRIC No. _____ Email: _____

of _____

and/or _____ NRIC No. _____ Email: _____

of _____

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the 49th Annual General Meeting ("AGM") of the Company to be held virtually from the Broadcast Venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia and via Lumi AGM at <https://meeting.boardroomlimited.my> on **Thursday, 8 June 2023 at 2.30 p.m.** and at any adjournment thereof.

Please indicate with 'X' in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

ORDINARY RESOLUTIONS		FOR	AGAINST
Resolution 1	Re-election of Mr Lee Eng Leong		
Resolution 2	Re-election of Mr Geoffrey Earl Grady		
Resolution 3	Re-election of Ms Josephine Phan Su Han		
Resolution 4	Payment of Directors' fees and benefits		
Resolution 5	Re-appointment of KPMG PLT as Auditors		
Resolution 6	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 7	Proposed renewal of authority to issue and allot shares pursuant to the Company's Dividend Reinvestment Plan		
Resolution 8	Proposed renewal of authority for the purchase by the Company of its own shares		

Dated this _____ day of _____ 2023

Signature of Member

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1 st Proxy		%
2 nd Proxy		%
Total:		100%

Common Seal
(for Corporate
Members)

NOTES:

- The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities ("RPV"). Please follow the procedures as set out in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com, by sending it through the post, or submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **31 May 2023** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of AGM dated 28 April 2023.

FOLD THIS FLAP TO SEAL

2ND FOLD HERE

**AFFIX
STAMP
HERE**

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)

c/o Boardroom Share Registrars Sdn Bhd

Registration No. 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1ST FOLD HERE



MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
(Incorporated in Malaysia)

REQUEST FORM

for Annual Report 2022 and/or Share Buy-Back Statement dated 28 April 2023

Dear Shareholder,

Please complete your particulars below and return this Request Form to us through post or fax to **+603-7718 6363** should you wish to receive a printed copy of the Annual Report 2022 and/or Share Buy-Back Statement. You may also contact Ms Lee Lai Meng at **+603-7718 6252** or e-mail your request to laimeng.lee@mulpha.com.my. Alternatively, you may submit your request in the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> under "Investor Services".

The printed copy of the Annual Report 2022 and/or Share Buy-Back Statement will be posted to you within 4 market days from the date of receipt of your verbal or written request.

You may also view the Annual Report 2022 and Share Buy-Back Statement from our website at www.mulpha.com.my under the "Investor Relations" section or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under "Company Announcements".

Please tick (✓) to indicate the document(s) you wish to receive:

Annual Report 2022

Share Buy-Back Statement dated 28 April 2023

Full Name :

NRIC / Passport / Company No. :

CDS Account No. :

Mailing Address :

.....

.....

Tel / Mobile No. :

.....
Signature of Shareholder

FOLD THIS FLAP TO SEAL

2ND FOLD HERE

AFFIX
STAMP
HERE

The Company Secretary
MULPHA INTERNATIONAL BHD.
Registration No. 197401002704 (19764-T)
PH2, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1ST FOLD HERE