



MMC CORPORATION BERHAD
(Registration No. 197601004261 (30245-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of MMC Corporation Berhad ("**MMC**" or "**Company**") will be held on a fully virtual basis through live streaming and remote participation and electronic voting ("**RPV**") facilities via the online meeting platform provided by Boardroom Share Registrars Sdn Bhd ("**BSR**") at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) on Thursday, 30 September 2021 at 10.00 a.m., for the purpose of considering and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MMC PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SCR")

THAT, subject to the approvals and consents obtained from all relevant authorities and parties, as well as the confirmation from the High Court of Malaya ("**High Court**") for the reduction of the issued share capital of MMC in accordance with Section 116 of the Act, approval be and is hereby given for the Company to undertake and effect the Proposed SCR in the following manner:

- (a) to undertake a bonus issue of 1,593,623,229 new ordinary shares of MMC ("**MMC Shares**" or "**Shares**") ("**Bonus Shares**") to be issued as fully paid-up to all shareholders of MMC (other than Seaport Terminal (Johore) Sdn Bhd and persons acting in concert with it ("**Non-Entitled Shareholder(s)**") whose names appear in the Record of Depositors of MMC on an entitlement date to be determined and announced later by the Board of Directors of MMC ("**Board**") in respect of the Proposed SCR ("**Entitlement Date**") ("**Entitled Shareholders**"), by way of capitalising up to RM1,593,623,229.00 from the retained earnings of MMC, in order to increase the issued share capital of MMC up to a level which is sufficient for the capital reduction ("**Proposed Bonus Issue**"). The Proposed Bonus Issue is purely to facilitate the implementation of the Proposed SCR.

The Non-Entitled Shareholder(s) will waive its/their entitlements to the Bonus Shares to be issued pursuant to the Proposed Bonus Issue. The Bonus Shares to be issued under the Proposed Bonus Issue will be cancelled immediately after issuance to facilitate the implementation of the Proposed SCR. As such, the Bonus Shares will not be credited into the Central Depository System accounts of the Entitled Shareholders and will not be listed on the Official List of Bursa Malaysia Securities Berhad;

- (b) to immediately after the Proposed Bonus Issue, cancel all MMC Shares in issue other than the MMC Shares held by the Non-Entitled Shareholder(s); and
- (c) to effect the capital repayment of RM2.00 in cash for each existing MMC Share held by the Entitled Shareholders on the Entitlement Date which have been cancelled. The reduction shall be effected by the cancellation of 1,468,949,712 MMC Shares held by the Entitled Shareholders and all the 1,593,623,229 Bonus Shares;

AND THAT pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as it may deem necessary in connection with the Proposed SCR including:

- (a) to determine the Entitlement Date on which the names of the Entitled Shareholders must be registered in the Record of Depositors of the Company in order to be entitled to the capital repayment under the Proposed SCR;

- (b) to deal with any and all fractions of a sen and of a share that may arise in connection with the Proposed Bonus Issue, where applicable, in the best interests of the Company;
- (c) to assent to any term(s), condition(s), stipulation(s), modification(s), variation(s) and/or amendment(s) as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as a consequence of any requirement(s) imposed by the relevant authorities and/or by the Registrar of Companies and/or as may be required to comply with any applicable law, in relation to the Proposed SCR;
- (d) to lodge the required documents, including an office copy of the order of the High Court with the Registrar of Companies on such date as the Board may determine;
- (e) after the Proposed Bonus Issue, and subject to the confirmation of the order of the High Court being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM2.00 in cash for each MMC Share held by the Entitled Shareholders on the Entitlement Date; and
- (f) to do all such acts, deeds and/or things incidental, and/or as may be required and/or as considered necessary and/or expedient and/or in the best interests of the Company, and to take such steps, execute such documents and enter into any arrangements, undertakings and/or agreements with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and to give full effect to the Proposed SCR.

BY ORDER OF THE BOARD

Sazlin Ayesha Abdul Samat

(LS0008112)

SSM Practicing Certificate No. 201908000994

Sharifah Ashtura Jamalullail Syed Osman

(LS0009113)

SSM Practicing Certificate No. 201908001128

Company Secretaries

Kuala Lumpur

8 September 2021

Notes:

(1) IMPORTANT NOTICE

- (i) *The venue of the EGM is the online meeting platform which is located in Malaysia being the main venue and is strictly for the purpose of compliance with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue. For health and safety measures due to COVID-19 pandemic, the EGM will be held on a fully virtual basis via the online meeting platform provided by BSR.*
- (ii) *Members are entitled to attend, participate and speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the RPV provided by BSR via <https://meeting.boardroomlimited.my>.*
- (iii) *Please refer to the Administrative Details for EGM which is available on the Company's website at www.mmc.com.my/shareholdersmeeting.html and read the notes (2) to (12) below for the procedures on using the RPV to participate in the EGM.*
- (2) *For the purpose of determining who shall be entitled to attend the EGM via the RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 23 September 2021. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM via RPV or appoint a proxy to attend, speak and vote for and on his/her/its behalf.*
- (3) *A member who is entitled to participate and vote at the EGM via the RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his place. A proxy may but need not be a member of the Company.*
- (4) *A member of the Company who is entitled to participate and vote at the EGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM via the RPV.*
- (5) *Where a member appoints more than one (1) proxy, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*

- (6) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint not more than two (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.
- (7) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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 Section 25A(1) of the SICDA.
- (8) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. The appointment of a proxy may be made in hard copy form or by electronic form. If the appointment is made in hard copy form, the Proxy Form must be deposited with BSR at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or alternatively to submit your electronic Proxy Form via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time fixed for holding the EGM.
- (9) Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (10) Last date and time for lodging the Proxy Form is on Wednesday, 29 September 2021 at 10.00 a.m.
- (11) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with BSR at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for holding the EGM or at any adjournment thereof 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.
- (12) For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with BSR at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment 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 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 (1) 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.

Administrative Details for Extraordinary General Meeting (“EGM”)

Day and Date	: Thursday, 30 September 2021
Time	: 10.00 a.m.
Fully Virtual via Online Meeting Platform	: https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn Bhd

As a precautionary measure amid the COVID-19 outbreak, the Company’s forthcoming EGM will be held on a fully virtual basis via the Online Meeting Platform provided by Boardroom Share Registrars Sdn Bhd (“BSR” or “Boardroom”). The conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers (“**Revised Guidance Note**”) issued by the Securities Commission Malaysia on 16 July 2021. The Revised Guidance Note states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings irrespective of size are prohibited.

According to the Revised Guidance Note, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

We strongly encourage you to participate in the fully virtual EGM via the Online Meeting Platform provided by BSR to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

VOUCHERS

- No vouchers will be distributed to the shareholders/proxies who participate in the EGM.

RECORD OF DEPOSITORS FOR ATTENDANCE AT EGM

- For the purpose of determining members who shall be entitled to participate in the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 23 September 2021. Only depositors whose names appear on this Record of Depositors as at 23 September 2021 shall be entitled to participate in the EGM or appoint proxies to participate and/or vote on their behalf.

PROXY FORM(S)

- Shareholders are encouraged to participate and vote at the EGM using the Remote Participation and Electronic Voting (“RPV”) facilities. If you are unable to participate in the EGM, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form(s).
- You may download the Proxy Form from our website at www.mmc.com.my/shareholdersmeeting.html. Please ensure that the Proxy Form is deposited at the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for the meeting or any adjournment thereof.

- Alternatively, you may deposit your Proxy Form by electronic means through Boardroom Smart Investor Portal, not less than twenty-four (24) hours before the time appointed for the meeting or any adjournment thereof. For further information on the electronic lodgement of Proxy Form, kindly refer to the Electronic Lodgement of Proxy Form below:

Step 1 Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement.)

- Access website <https://investor.boardroomlimited.com>
- Click **<<Register>>** to sign up as a user.
- Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 eProxy Lodgement

- Access website <https://investor.boardroomlimited.com>
- Login with your User ID and Password given above.
- Select **"MMC CORPORATION BERHAD EXTRAORDINARY GENERAL MEETING "** from the list of Corporate Meetings and click **"Enter"**.
- Click on **"Submit eProxy Form"**.
- Read the terms & conditions and confirm the Declaration.
- Enter your CDS Account Number and indicate the number of securities.
- Appoint your proxy(ies) or the Chairman of the Meeting and enter the required particulars for your proxy(ies).
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- Review and confirm your proxy(ies) appointment.
- Click submit.
- Download or print the eProxy Form acknowledgement.

REVOCATION OF PROXY

- If you have submitted your Proxy Form and subsequently decide to personally participate in the EGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier submitted Proxy Form not less than twenty-four (24) hours before the EGM. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, kindly advise your proxy(ies) accordingly.



VOTING PROCEDURE

- The voting will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting). SKY Corporate Services Sdn Bhd has been appointed as the scrutineers to verify the poll results.

VIRTUAL MEETING FACILITIES

Please follow the following procedures to register, participate and vote remotely:

Procedure		Action
Before the day of EGM		
1.	Register Online with Boardroom Smart Investor Portal (for first time registration only)	<p>Note: If you have signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit a request for Remote Participation user ID and password.</p> <ol style="list-style-type: none"> Access website https://investor.boardroomlimited.com Click <<Login>> and click <<Register>> to sign up as a user. Complete registration and upload softcopy of MyKAD/ Identification Card (front and back) or Passport in JPEG or PNG format. Please enter a valid email address and wait for Boardroom's email verification. Your registration will be verified and approved within one (1) business day, and an email notification will be provided to you.
2.	Submit Request for Remote Participation User ID and Password	<p>Note: The registration for remote access will open on 8 September 2021 onwards.</p> <p>Individual Members</p> <ul style="list-style-type: none"> Login to https://investor.boardroomlimited.com using your user ID and password given above. Select "MMC CORPORATION BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meetings and click "Enter". Click on "Register for RPEV". Read and accept the General Terms & Conditions and click "Next". Enter your CDS Account Number and thereafter submit your request. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ul style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of the Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case maybe) to submit the request. Please provide a copy of the Corporate Representative's MyKAD/ Identification Card (front and back) or Passport in JPEG or PNG format as well as his/her email address. <ol style="list-style-type: none"> You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified. Upon system verification against the General Meeting Record of Depositors as at 23 September 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. You will receive your remote access user ID and password along with the email from Boardroom if your registration is approved. You will also be notified in the event your registration is rejected. Please note that the closing time and date to submit your request is at 10.00 a.m. on 29 September 2021 (24 hours before the commencement of the EGM).

Procedure		Action
On the day of the EGM		
3.	Login to Virtual Meeting Portal	<p>Please note that the quality of the connectivity to Virtual Meeting Portal for a live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.</p> <p>a. The Online Meeting Platform will open for login starting an hour (1 hour) before the commencement of EGM which is from 9.00 a.m. on Thursday, 30 September 2021.</p> <p>b. The Online Meeting Platform can be accessed by navigating to the website at https://meeting.boardroomlimited.my.</p> <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 2.</p>
4.	Participate	<p>Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.</p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box and once completed, click the send button.</p>
5.	Voting	<p>a. The polling icon will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
6.	End of Participation	Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.

PRESENTATION AT THE EGM

- Shareholders who participate in the EGM are able to view the Company's presentation or slides via the live web streaming.

SUBMISSION OF QUESTIONS

- Shareholders may type their questions in the chat box at any time during the EGM. The Board of Directors and Management will endeavour to provide responses at the EGM.

NO RECORDING OR PHOTOGRAPHY

- No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

ENQUIRY

- If you have any enquiries prior to the EGM, please contact the following during office hours from Mondays to Fridays (8.30 a.m. to 5.30. p.m.):

Boardroom Share Registrars Sdn Bhd

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

General Line : 603-7890 4700
603-7890 4716 (Encik Mohamed Sophiee Ahmad Nawawi)

Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents) and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.