

MENTIGA CORPORATION BERHAD

(Company No.: 10289-K)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Forty-Eighth** Annual General Meeting of the Company will be held at Carlton 6, Level 2, The Ritz-Carlton Hotel, Kuala Lumpur, 168, Jalan Imbi, 55100 Kuala Lumpur on **Thursday, 2 May 2019 at 2.30 p.m.** for the following purposes:

AGENDA

- To receive the Statutory Financial Statements for the year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
[Please refer to Explanatory Note a]
- To re-elect the following Directors retiring in accordance with Clause 93 of the Company's Constitution and who being eligible, have offered themselves for re-election:-
 - YH. Dato' Hazli bin Ibrahim **(Ordinary Resolution 1)**
 - YH. Dato' Haji Mohd Nazari bin Yunus **(Ordinary Resolution 2)**
- To re-elect Tuan Haji Yaacob bin Sa'rani who is due to retire in accordance with Clause 98 of the Company's Constitution and who being eligible, has offered himself for re-election. **(Ordinary Resolution 3)**
- To re-appoint Messrs. Afizan Tarmili Khairul Azhar as Auditors of the Company until the conclusion of the next Annual General Meeting ("AGM") and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

SPECIAL BUSINESS

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

- To approve the payment of Directors' fees and benefits of up to RM723,000 for the financial period from 1 July 2019 to 30 June 2020. **(Ordinary Resolution 5)**
[Please refer to Explanatory Note b]
- To retain the following Directors who have served the Board as Independent Directors of the Company for a cumulative term of more than twelve years as Independent Directors:
 - YH. Dato' Bahudin bin Mansor **(Ordinary Resolution 6)**
 - YH. Dato' Hazli bin Ibrahim **(Ordinary Resolution 7)****[Please refer to Explanatory Note c]**
- PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF MENTIGA CORPORATION BERHAD AND ITS SUBSIDIARIES ("MCB GROUP") TO INCLUDE DURIAN PLANTATION, PRODUCTION AND DISTRIBUTION** **(Ordinary Resolution 8)**
"THAT subject to the approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given to the MCB Group to diversify its principal activities to include durian plantation, production and distribution ("Proposed Diversification").
AND THAT the Directors of the Company be and are hereby authorised to act for and on behalf of the Company to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manners they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."
[Please refer to Explanatory Note d]
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

Yeap Kok Leong (MAICSA No. 0862549)

Lim Hooi Mooi (MAICSA No. 0799764)

Ong Wai Leng (MAICSA No. 7065544)

Company Secretaries

Dated this 10th day of April, 2019

Kuala Lumpur

NOTES:-

- A member of a company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
- A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- A Member of the Company, including an Authorised Nominee or an Exempt Authorised Nominee, who is entitled to attend and vote at meeting of the Company, or at a meeting of any class of members of the Company, may appoint one or more proxies to attend and vote instead of the member at the meeting.
- Where a member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorized.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd to issue a General Meeting Record of Depositors ("ROD") as at 25 April 2019. Only a depositor whose name appears on the ROD therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his/her stead.

Explanatory Notes:

a. Agenda No. 1

This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

b. Ordinary Resolution No. 5

This resolution is to facilitate payment of Directors' fees and benefits for the period from 1 July 2019 to 30 June 2020 (the due date for which the next AGM should be held). In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Directors' benefits include meeting allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees, and covers the period from 1 July 2019 to 30 June 2020 (the due date for which the next AGM should be held).

c. Ordinary Resolutions No. 6 & 7

This item is tabled pursuant to Practice 4.2 of the Malaysian Code of Corporate Governance 2017.

YH. Dato' Bahudin bin Mansor and YH. Dato' Hazli bin Ibrahim are Independent Directors of the Company who have served the Company for a cumulative term of more than 12 years. The Nomination Committee and Board of Directors had assessed the independence of both of them and recommended them to be retained as Independent Non-Executive Directors of the Company based on the following justifications:-

- They have met the criteria under the definition of Independent Director as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- They do not have any conflict of interest with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiaries;
- Their vast experience and expertise in finance and banking industry would enable them to provide independent judgement and invaluable contributions to the Board in their roles as Independent Non-Executive Directors;
- They have been with the Company for more than 12 years and were familiar with the Company's business operations; and
- They had actively participated in all Committee and Board's discussion and able to provide constructive opinions and acted in the best interest of the Company.

d. Ordinary Resolution No. 8

Please refer to the Circular to Shareholders dated 10 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018 for detailed information. The proposed Ordinary Resolution No. 8, if passed, will allow the Company and its subsidiaries to diversify its principal activities to include durian plantation, production and distribution.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

There is no person seeking election as Director of the Company at this Annual General Meeting.