



MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

29 April 2022

Dear Shareholders of Mudajaya Group Berhad (“Mudajaya”),

NOTIFICATION TO SHAREHOLDERS OF THE VIRTUAL 19TH ANNUAL GENERAL MEETING (“AGM”)

We are pleased to invite you to participate in the AGM of Mudajaya, 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 : Wednesday, 15 June 2022 at 2.30 p.m.
Broadcast Venue : Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, 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.**

Members/ 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 Mudajaya’s corporate website.

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 Ground Floor or 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> **no later than Monday, 13 June 2022 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 Mudajaya’s corporate website at www.mudajaya.com under the “Investor Relations” section and Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com under “Company Announcements”:

1. Annual Report 2021
2. Share Buy-Back Statement on the proposed renewal of authority for the purchase by Mudajaya of its own shares
3. Corporate Governance Report 2021
4. Notice of the AGM; Administrative Guide for the AGM; Proxy Form; and Request Form for printed copy of Annual Report 2021 and/or Share Buy-Back Statement

Should you need a copy of the printed Annual Report 2021 and/or Share Buy-Back Statement, please complete the Request Form and send it to our office at PH1, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia; or fax to +603-7806 7900; or email to puganeswary.raman@mudajaya.com or cheahwy@mudajaya.com. 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 Mudajaya. If you need any assistance, kindly contact our Company Secretary at tel no: +603-7806 7899 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 Mudajaya Group Berhad

IR. JAMES WONG TET FOH
Group Managing Director & Chief Executive Officer



MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 19th Annual General Meeting ("AGM") of Mudajaya Group Berhad ("the Company") will be held as a virtual meeting on the following date, time and venue for the following purposes:

Day and Date : Wednesday, 15 June 2022
Time : 2.30 p.m.
Broadcast Venue : Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, 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 2021 together with the Directors' and Auditors' Reports thereon. (*Please refer to Explanatory Note 1*)
- To re-elect Mr Chew Hoy Ping 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 Ms Oei Su Lee who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered herself for re-election. (*Ordinary Resolution 2*)
- To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company for the period from 16 June 2022 until the conclusion of the next AGM of the Company to be held in 2023. (*Ordinary Resolution 3*)
- 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 4*)

AS SPECIAL BUSINESS

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

6. 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 20% of the total number of issued shares of the Company for the time being (excluding treasury shares) ("20% General Mandate") and THAT such approval of the 20% General Mandate shall continue to be in force until 31 December 2022.

THAT with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit provided that the aggregate number of such new shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company 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) ("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 20% General Mandate and 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 5*)

7. ORDINARY RESOLUTION:

Authority to Issue and Allot New Securities in the Company under the Proposed General Mandate for Rights Issue on a Pro Rata Basis ("Proposed Rights Issue Mandate")

"THAT subject to the approval of the relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Directors of the Company to:

- provisionally issue and allot by way of a rights issue on a pro rata basis of new securities ("new securities") to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Company;
- issue such new securities as may be required to give effect to the Proposed Rights Issue Mandate, including any persons entitled on renunciation of the provisional allotments;
- determine and fix the entitlement basis and issue price of the new securities which shall be announced later by the Company;
- utilise the proceeds to be derived from the Proposed Rights Issue Mandate for the purposes as determined and announced later by the Company; and
- vary the manner and/or purpose of utilisation of such proceeds as the Directors may deem fit and in the best interest of the Company,

provided that:

- such new securities to be issued pursuant to this resolution, does not exceed 50% of the total number of issued shares of the Company for the time being (excluding treasury shares); and

- the new securities are not priced at more than 30% discount to the theoretical ex-rights price.

THAT such approval of the Proposed Rights Issue Mandate shall continue to be in force until 31 December 2022.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new securities 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 Proposed Rights Issue 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*)

8. 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 issued 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 7*)

- To transact any other business of which due notice shall have been received.

By Order of the Board

LEE SUAN CHOO (MAICSA 7017562) (SSM PC No. 202008003634)
CHEAH WAI YUEN (MAICSA 7025907) (SSM PC No. 202008002515)
Company Secretaries

Petaling Jaya
29 April 2022

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 appointor or of his attorney duly authorised in writing, or if such appointor 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 Ground Floor or 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.Heldpe@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 7 June 2022 and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote to issue a Record of 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 completion 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 2021

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 Resolution 1 – Re-Election of Retiring Director 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 Chew Hoy Ping is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM.

For the purpose of determining the eligibility of the Director to stand for re-election at this AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia, the Combined Nomination and Remuneration Committee ("CNRC") has reviewed and assessed the retiring Director from the annual assessment and evaluation of the Board for the financial year 2021. The CNRC has recommended the re-election of the retiring Director based on the following considerations:

- satisfactory performance and has met the Board's expectation in discharging his duties and responsibilities;
- met the criteria of character, experience, integrity, competence and time commitment in discharging his roles as Director of the Company;
- his ability to act in the best interest of the Company in decision-making; and
- demonstrated the level of independence.

The Board has endorsed the CNRC's recommendation subject to the shareholders' approval at this AGM.

The profile of Mr Chew Hoy Ping is set out in the Directors' Profile section of the Annual Report 2021.

3. Ordinary Resolution 2 – 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 shall not be taken into account in determining the number of Directors who are to retire by rotation at the AGM.

Ms Oei Su Lee who was appointed as Independent Non-Executive Director of the Company on 22 April 2022, 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 Oei Su Lee was duly considered by the CNRC taking into account her background, qualification, experience, competency, integrity and time commitment. Upon the recommendation of the CNRC, the Board approved the said appointment. Her profile is set out in the Directors' Profile section of the Annual Report 2021.

4. Ordinary Resolution 3 – 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, which are the same amount as approved at the previous AGM held in 2021. The other benefits namely company car and driver, will be provided to the Chairman of the Board to be appointed in due course.

This Resolution is to seek shareholders' approval for payment of the Remuneration to the Non-Executive Directors for the period from 16 June 2022 until the conclusion of the next AGM of the Company to be held in 2023, in accordance with the remuneration structure as set out below:

	Chairman of the Board	Chairman of Audit Committee	Chairman of other Board Committees	Other Non-Executive Directors
Directors' Fees (payable on monthly basis)	RM200,000 per annum	RM80,000 per annum	RM80,000 per annum	RM80,000 per annum
Fixed Allowance (payable on quarterly basis)	RM60,000 per annum	RM40,000 per annum	RM6,000 per annum	-
Meeting Allowance for attendance of Board and Board Committee Meetings, and general meetings (payable after each meeting)	RM1,000 per meeting	RM1,000 per meeting	RM1,000 per meeting	RM1,000 per meeting
Other Benefits	Company car and driver	-	-	-

5. Ordinary Resolution 4 – Re-Appointment of Auditors

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

The Audit Committee 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 Audit Committee was also satisfied in its review that the provision of non-audit services by KPMG to the Company for the financial year 2021 did not in any way impair their objectivity and independence as the external auditors.

THAT the Board has approved the Audit Committee's recommendation for the re-appointment of KPMG as Auditors of the Company at this AGM.

6. Ordinary Resolution 5 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

Pursuant to the letter dated 16 April 2020 issued by Bursa Securities, listed issuers are allowed to seek a higher limit of general mandate to issue shares of not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate") to facilitate capital raising in a timely and cost effective manner during this challenging time due to the COVID-19 pandemic. The 20% General Mandate may be utilised by listed issuers to issue shares until 31 December 2021.

Subsequently on 23 December 2021, Bursa Securities had issued a letter to extend the implementation and utilisation of the 20% General Mandate for another 12 months until 31 December 2022, subject to compliance with the requirements as spelt out in the said letter. The 20% General Mandate may be utilised by listed issuers to issue shares until 31 December 2022.

With effect from 1 January 2023, the 20% General Mandate will be reinstated to a 10% limit ("10% General Mandate") pursuant to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities. The authority for the 10% 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.

Having considered the current economic climate and future financial needs of the Group to ensure the long-term sustainability and interest of the Company and its shareholders, the Board would like to seek approval for this general mandate from its shareholders at the AGM. This Resolution, if passed, will 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.

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 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.

7. Ordinary Resolution 6 – Authority to Issue and Allot New Securities in the Company under the Proposed General Mandate for Rights Issue on a Pro Rata Basis ("Proposed Rights Issue Mandate")

Bursa Securities had on 10 November 2020, issued a letter to introduce further flexibility to facilitate secondary fund raising by listed issuers through an enhanced rights issue framework, subject to compliance with the requirements as set out in the said letter. Listed issuers are allowed to undertake a rights issue on a pro rata basis through a higher general mandate, which must not exceed 50% of the total number of issued shares of the Company (excluding treasury shares) ("new securities"), and such new securities are not priced at more than 30% discount to the theoretical ex-rights price. The Proposed Rights Issue Mandate may be utilised by listed issuers to issue new securities until 31 December 2021.

Subsequently on 23 December 2021, Bursa Securities had issued a letter to extend the implementation and utilisation of the Proposed Rights Issue Mandate for another 12 months until 31 December 2022, subject to compliance with the requirements as spelt out in the said letter. The Proposed Rights Issue Mandate may be utilised by listed issuers until 31 December 2022.

Having considered the current economic climate and future financial needs of the Group to ensure the long-term sustainability and interest of the Company and its shareholders, the Board would like to seek approval for the Proposed Rights Issue Mandate from its shareholders at the AGM.

The Board is of the view that the Proposed Rights Issue Mandate would be in the best interest of the Company and its shareholders as the Proposed Rights Issue Mandate 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 for the purpose of funding current and future investment(s), project(s), acquisition(s), working capital and/or such other application as the Directors may deem fit in the best interest of the Company. The Proposed Rights Issue Mandate is sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of new securities.

This Resolution, if passed, will give authority to the Company to undertake a rights issue exercise on a pro rata basis and the Directors of the Company to issue and allot new securities in the capital of the Company, which does not exceed 50% of the total number of issued shares of the Company for the time being (excluding treasury shares), and such new securities are not priced at more than 30% discount to the theoretical ex-rights price.

8. Ordinary Resolution 7 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

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 29 April 2022.

STATEMENT ACCOMPANYING NOTICE OF 19TH 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 19th 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 5 on the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the said mandate granted to the Directors at the last AGM held on 29 June 2021.

The proposed Ordinary Resolution 6 on the Proposed Rights Issue Mandate is a new mandate.



Administrative Guide

for 19th Annual General Meeting

Day and Date	: Wednesday, 15 June 2022
Time	: 2.30 p.m.
Broadcast Venue	: Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Online Meeting Platform	: https://meeting.boardroomlimited.my

A. VIRTUAL 19TH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”)

1. As part of Mudajaya Group Berhad's (“**the Company**”) ongoing efforts to contain the spread of the Coronavirus (COVID-19) and in line with the revised “*Guidance and FAQs on the Conduct of General Meetings for Listed Issuers*” issued by the Securities Commission Malaysia, the Company would like to leverage on technology by conducting its AGM virtually through live streaming and online remote voting using remote participation and electronic voting facilities.
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, which is advantageous given the current circumstances relating to COVID-19 and best health practices.
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.mudajaya.com 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 **7 June 2022** shall be entitled to virtually attend, participate, pose questions via text and vote at the AGM or appoint a proxy(ies) 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 2021 commencing from 29 April 2022 and in any event, no later than 2.30 p.m. on 8 June 2022 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 Wednesday, 15 June 2022.

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 **Ground Floor or 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 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 Monday, 13 June 2022 (48 hours before the AGM). Kindly refer to the steps below under "For Appointment of Proxy (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 Boardroom 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 Members;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

BEFORE THE AGM (from 29 April 2022 to 13 June 2022)		
Steps	Actions	
1. Register Online with Boardroom Smart Investor Portal <i>Note:</i> <ul style="list-style-type: none"> This is a ONE-TIME registration (for first-time registration only). If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. Proceed to Step 2 below once you are a registered user. 	a. Access website https://investor.boardroomlimited.com . b. Click << Register >> to sign up as a user. c. Complete registration and upload a softcopy of your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. d. Enter a valid email address and thereafter wait for Boardroom's email verification. e. Your registration will be verified and approved within 1 business day and an email notification will be provided.	
2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement <i>Note:</i> <ul style="list-style-type: none"> Registration for remote access will open on 29 April 2022. Closing date and time to submit your registration is Monday, 13 June 2022 at 2.30 p.m. (48 hours before the AGM) 	<p>For Individual Shareholders</p> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select “ MUDAJAYA GROUP BERHAD NINETEENTH (19TH) VIRTUAL ANNUAL GENERAL MEETING ” from the list of Corporate Meetings and click << Enter >>. c. Click on << Register for RPEV >>. d. Read and agree to the General Terms & Conditions and confirm Declaration and click << Next >>. e. Enter your CDS Account Number and thereafter submit your request.	
	<p>For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees</p> a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Shareholder and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request. b. 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>For Appointment of Proxy (eProxy Lodgement)</p> a. Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above. b. Select “ MUDAJAYA GROUP BERHAD NINETEENTH (19TH) VIRTUAL ANNUAL GENERAL MEETING ” from the list of Corporate Meetings and click << Enter >>. c. Click on << Submit eProxy Form >>. d. Read and accept the General Terms & Conditions and confirm Declaration and click << Next >>. e. Enter your CDS Account Number and number of securities held.	

Steps	Actions (Cont'd)
2. Submit Request for Remote Participation User ID & Password and eProxy Lodgement (cont'd)	f. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). g. Indicate your voting instructions – “FOR” or “AGAINST” or “ABSTAIN”, otherwise your proxy will vote at his/her discretion. h. Review and confirm your proxy appointment and click <<Apply>>. i. Download or print the eProxy Form as acknowledgement.
3. Email Notification	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 7 June 2022, 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 (15 June 2022)

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 1 hour before the commencement of AGM i.e. from 1.30 p.m. on 15 June 2022. b. The Meeting Platform can be accessed via one of the following: <ul style="list-style-type: none"> • Launch Lumi AGM by scanning the QR Code provided in the email notification received after successful registration; or • Access to Lumi AGM web portal via website at 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 cheahwy@mudajaya.com 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.

MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
Incorporated in Malaysia

PROXY FORM

No. of Shares held	
CDS Account No.	

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 19th Annual General Meeting ("AGM") of the Company to be held virtually from the Broadcast Venue at Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia and via Lumi AGM at <https://meeting.boardroomlimited.my> on **Wednesday, 15 June 2022 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 Chew Hoy Ping		
Resolution 2	Re-election of Ms Oei Su Lee		
Resolution 3	Payment of Directors' fees and benefits		
Resolution 4	Re-appointment of KPMG PLT as Auditors		
Resolution 5	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 6	Authority to issue and allot new securities in the Company under the proposed general mandate for rights issue on a pro rata basis		
Resolution 7	Proposed renewal of authority for the purchase by the Company of its own shares		

Dated this _____ day of _____ 2022

Signature of Member _____

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1st Proxy		%
2nd 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 Ground Floor or 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 7 June 2022 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), the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of AGM dated 29 April 2022.

Fold this flap to seal

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stamp
here

MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
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

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MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

REQUEST FORM

for Annual Report 2021 and/or Share Buy-Back Statement dated 29 April 2022

Dear Shareholder,

Please complete your particulars below and return this Request Form to us through post or fax to **(603) 7806 7900** should you wish to receive a printed copy of the Annual Report 2021 and/or Share Buy-Back Statement. You may also contact Ms Puganeswary Raman at **(603) 7806 7931** or e-mail your request to **puganeswary.raman@mudajaya.com** or **cheahwy@mudajaya.com**. 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 2021 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 2021 and Share Buy-Back Statement from our website at www.mudajaya.com 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 2021

☐

Share Buy-Back Statement dated 29 April 2022

Full Name :

NRIC / Passport / Company No :

CDS Account No :

Mailing Address :

.....

.....

Tel / Mobile No :

.....

Signature of Shareholder

FOLD THIS FLAP TO SEAL

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AFFIX
STAMP
HERE

The Company Secretary
MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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