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

28 April 2023

Dear Shareholders of Mudajaya Group Berhad ("Mudajaya"),

NOTIFICATION TO SHAREHOLDERS OF THE VIRTUAL 20TH 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 : Thursday, 15 June 2023 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.

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 Mudajaya's corporate website at www.mudajaya.com.

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, 13 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 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 2022
- 2. Share Buy-Back Statement on the proposed renewal of authority for the purchase by Mudajaya 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 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

LEE ENG LEONG Executive Chairman



NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting ("AGM") of Mudajaya Group Berhad ("the Company") will be held as a

Day and Date : Thursday, 15 June 2023

Time : 2.30 p.m.

Broadcast Venue : Level 11, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul

 $On line\ Meeting\ Platform\ : Lumi\ AGM\ provided\ by\ Boardroom\ Share\ Registrars\ Sdn\ Bhd\ in\ Malaysia\ at\ \underline{https://meeting.boardroomlimited.my}$

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 Dato' Amin Rafie Bin Othman 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)
- lengine, has directed minister for re-election. (Ordinary Resolution 2) 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 3 of the Explanatory Notes on Ordinary and Special Business) for the period from 16 June 2023 until the conclusion of the next AGM of the Company to be held in 2024. (Ordinary Resolution 3)

 To re-appoint Messrs Deloiter PIT 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

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 (b)
- to convert any security into shares in the Company; and/or
- (d) to allot shares under an agreement or option or offer.

(a) to allot shares under an agreement or opton or order 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 (b)
- 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 5)

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 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

- 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 (a)
- 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 Compa

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 This automy be and a freely given to the officions of the Company to decide in their discretion to retain the collinary shares and/or to 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 THAIT 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 6)

ORDINARY RESOLUTION:

tinuing in Office as Independent Non-Executive Director

"THAT approval be and is hereby given to Mr Chew Hoy Ping (who will be serving as an Independent Non-Executive Director of the Company for a cumulative term of 9 years effective on 1 January 2024) to continue to serve as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2021." (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 28 April 2023

NOTES:

ments of proxy.

- 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 in the property of the process of the process of the property of the process of the process of the process of the purpose of the purpose of the process of t
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may app than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of 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
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- 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 bopst, or submitted electronically through the Boardroom Smart Investor Portal at https://www.investo.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 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) for 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 compliant any applicable laves, 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) for the Collection, use and disclosure by the Company (or its agents) to the personal data of representative(s) for the Collection, use and disclosure by the Company (or its agents) of the personal data of the person

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

This agenda item is meant for discussion only as the provision of Section 340(1)(a) 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.

$Ordinary\ Resolutions\ 1\ \&\ 2-Re-Election\ of\ Retiring\ Directors\ pursuant\ to\ Clause\ 106\ of\ the\ Company's\ Constitution and the Company's\ Constit and the Company's\ Constitution and the Company's\ Constitution$

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 Dato' Amin Rafie Bin Othman are standing for re-election as Directors of the Company and being eligible, have
offered themselves for re-election at this AGM.

offered themselves 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 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 Combined Momination and Remuneration Committee ("CNRC") has reviewed and assessed 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. Dato Amin Rafie Bin Othman, 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 CNRC has recommended the re-election of the retiring Directors based on the following considerations:

(a) demonstrated diligence and commitment: satisfactory neutron performance and base and the Director.

- demonstrated diligence and commitment, satisfactory performance and have met the Board's expectation in discharging their duties and responsibilities; (a)
- met the fit and proper criteria with reference to the Directors' Fit and Proper Policy:
- there will be a proper to the ability to each in the best interest of the Company in decision-making; and level of independence demonstrated by the Independent Non-Executive Director, Dato' Amin Rafie Bin Othman.

The Board has endorsed the CNRC'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 CNRC and Board Meetings.

The profiles of Mr Lee Eng Leong and Dato' Amin Rafie Bin Othman are set out in the Directors' Profile section of the Annual Rep

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 2022.

previous Now lieu in 2022.

This Resolution is to seek shareholders' approval for payment of the Remuneration to the Non-Executive Directors for the period from 16 June 2023 until the conclusion of the next AGM of the Company to be held in 2024, in accordance with the remuneration structure as set out helow:

	Deputy	Chairman of Audit	Chairman of other	Other Non-Executive
	Chairman	Committee	Board Committees	Directors
Directors' Fee	RM80,000	RM80,000	RM80,000	RM80,000
(payable on monthly basis)	per annum	per annum	per annum	per annum
Fixed Allowance	RM60,000	RM40,000	RM6,000	-
(payable on quarterly basis)	per annum	per annum	per annum	
Meeting Allowance for attendance of Board and Board Committee Meetings, and shareholders' meetings (payable after each meeting)	RM1,000	RM1,000	RM1,000	RM1,000
	per meeting	per meeting	per meeting	per meeting

Ordinary Resolution 4 – Re-Appointment of Auditors

The Audit Committee has undertaken an annual assessment of the suitability and independence of Messrs Deloitte PLT ("**Deloitte**") as Auditors of the Company based on the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa In its assessment, the Audit Committee considered several factors which include the following:

(a) Adequacy of experience and resources of Deloitte and the level of knowledge, capabilities and experience of the staff assigned to the audit;

- 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 Deloitte when interpreting standards/policies adopted by the Company.

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

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

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

Ordinary Resolution 3 – Autonority to Issue and allot shares in the Company, grant rights to subscribe for 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 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.

during the preceding 12 months, obes not exceed 10% of the total number of issued shares of the Company of the tume 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.

Ordinary Resolution 6 – 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.

Ordinary Resolution 7 – Continuing in Office as Independent Non-Executive Director
The Resolution is to seek the shareholders' approval to retain Mr Chew Hoy Ping ("Mr Chew") as an Independent Non-Executive
Director of the Company, Mr Chew will be holding the position of an Independent Non-Executive Director for a cumulative term of 9
years on 1 January 2024.

The Board has via the CNRC, assessed the independence of Mr Chew and recommended him to continue to serve as an Independent Non-Executive Director based on the following justifications:-

- Mr Chew fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Require
- Bursa Securities and thus, he would be able to function as a check and balance to the Board.

 Mr Chew performed his duties diligently and in the best interest of the Company, and brings an element of objectivity and independent judgement to the Board without being subject to influence of the Management. He consistently challenges Management in an effective and constructive manner, and continues to advocate professional views without fear or favour.

 Based on the Director's Peer Evaluation undertaken by the Board, Mr Chew has performed satisfactorily in fulfilling his duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director. He has devoted time and commitment, and continued to exercise his independence and due care in discharging his duties and responsibilities as an Independent Non-Executive Director.
- Mr Chew, who is Chairman of the Audit Committee, has vast experience in the accounting and audit industry, which enabled him to provide constructive advice, expertise and independent judgement.
- Mr Chew's length of service with the Company enhanced his knowledge and developed valuable insights of the business operations of the Group, which enabled him to participate actively and contribute effectively during deliberations at Board and Board Committee meetings.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will seek shareholders' approval through a two-tier voting process at the AGM for the retention of Mr Chew as an Independent Non-Executive Director of the Company.

STATEMENT ACCOMPANYING NOTICE OF 20TH ANNIIAL GENERAL MEETING

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

- 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 20th AGM of the Company. 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 or securities were issued pursuant to the said mandate granted to the Directors at the last AGM held on 15 June 2022.

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

Administrative Guide



for 20th Annual General Meeting

Day and Date : Thursday, 15 June 2023

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 20TH ANNUAL GENERAL MEETING ("AGM" OR "THE MEETING")

- 1. The AGM of Mudajaya Group Berhad'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, 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.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 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 8 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, 15 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, 13 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

- 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 TI	HE A	AGM (from 28 April 2023 to 13 June 2023)
St	eps	Ac	tions
1.	Register Online with	a.	Access website https://investor.boardroomlimited.com .
	Boardroom Smart Investor Portal ("BSIP")	b.	Click << Register>> to sign up as a user and select the correct account type i.e. " Shareholder " or " Corporate Holder ".
	Note: This is a ONE-TIME registration (for first-time registration only).		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".
	If you have already signed up with BSIP, you are not required to register again.	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.
	 Proceed to Step 2 below once you are a registered user. 	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.
		f.	Once your mobile number is verified, registration of your new BSIP account will be pending final verification.
		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.
2.	Submit Request for Remote	Fo	or Individual Shareholders and Corporate Shareholders
	Participation User ID & Password and eProxy Lodgement	a.	Log in to https://investor.boardroomlimited.com using your user ID and password which you have created in Step 1 above.
	Note: Registration for remote		Select "MUDAJAYA GROUP BERHAD TWENTIETH (20TH) VIRTUAL ANNUAL GENERAL MEETING" from the list of Corporate Meeting Event and click "Enter".
	access will open on 28 April 2023 .	c.	Click on "Register for RPEV".
	Closing date and time to submit your registration is Tuesday, 13 June 2023 at		Enter your CDS Account Number, read and agree to the Terms & Conditions to complete the registration.
	2.30 p.m. (48 hours before the AGM)	Fo	or Corporate Shareholders, Authorised Nominees and cempt Authorised Nominees (<i>via email</i>)
		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.
		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.

Ste	eps	Actions (cont'd)
2.	Submit Request for Remote Participation User ID &	For Individual and Corporate Shareholders (eProxy Lodgement)
	Password and eProxy Lodgement (cont'd)	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 TWENTIETH (20TH) 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).
		 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.
		For Authorised Nominees and Exempt Authorised Nominees (eProxy Lodgement)
		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 TWENTIETH (20TH) 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.
		[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.]
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 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 (15 June 2023)			
Steps	S	Actions		
1. Lo	og in to Online Meeting latform lote: 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 15 June 2023. b. The Meeting Platform can be accessed via one of the following: 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. 		
We	articipate through live rebcast lote: 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. Oi	Inline Remote Voting	 a. Once the Meeting is open for voting, the polling icon 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. Er	nd 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 : <u>BSR.Helpdesk@boardroomlimited.com</u>

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

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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			
of			

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the 20th 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 Thursday, 15 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 Dato' Amin Rafie Bin Othman		
Resolution 3	Payment of Directors' fees and benefits		
Resolution 4	Re-appointment of Deloitte PLT as Auditors		
Resolution 5	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 6	Proposed renewal of authority for the purchase by the Company of its own shares		
Resolution 7	Continuing in office as Independent Non-Executive Director – Mr Chew Hoy Ping		

For appointment of 2 proving the percentage of

Dated this day of 2023		shareholdings to be represented by the proxies:			
		No. of Shares	Percentage		
	1st Proxy		%		
Signature of Member	2nd Proxy		%		
	Total:		100 %		



NOTES

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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.
- 5. 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
- 6. 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.
- 7. 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.
- 8. 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
- 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 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
- 10. 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 28 April 2023.

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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 Affix stamp here

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Registration No. 200301003119 (605539-H) (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 **+603-7806 7900** should you wish to receive a printed copy of the Annual Report 2022 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 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.mudajaya.com under the "Investor Relations" section or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under "Company Announcements".

Please tick (\checkmark) to indicate th	e document(s) you wish to receive:
Annual Repor	t 2022
Share Buy-Ba	ack Statement dated 28 April 2023
Full Name	:
NRIC / Passport / Company	No :
CDS Account No.	:
Mailing Address	:
Tel / Mobile No.	:
0'	
Signature of Shareholder	

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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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