

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting (“27th AGM”) of Magna Prima Berhad (“Magna Prima” or “the Company”) will be held at Ideal Convention Centre - IDCC Shah Alam, Level 7, Jalan Pahat L 15/L, Seksyen 15, 40200 Shah Alam, Selangor Darul Ehsan on Wednesday, 8 June 2022, at 10.00 a.m. or at any adjournment thereof, for the following purposes:

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. **Please refer to Note 1**
2. To approve the payment of Directors’ fees up to RM200,000 in respect of the period from 9 June 2022 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1**
3. To approve the payment of a meeting attendance allowance of RM500 per meeting to the Non-Executive Directors and leave passage allowance of RM12,000 per annum to the Chairman for the period from 9 June 2022 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect Tan Sri Datuk Adzmi Bin Abdul Wahab who is retiring in accordance with Clause 105 of the Company’s Constitution and being eligible, offer himself for re-election. **Ordinary Resolution 3**
5. To re-elect Sazali Bin Saad who is retiring in accordance with Clause 105 of the Company’s Constitution and being eligible, offer himself for re-election. **Ordinary Resolution 4**
6. To re-elect Dato’ Darawati Hussain who is retiring in accordance with Clause 105 of the Company’s Constitution and being eligible, offer herself for re-election. **Ordinary Resolution 5**
7. To re-elect Dato’ Sri Hj Wan Adnan Bin Wan Mamat who is retiring in accordance with Clause 109 of the Company’s Constitution and being eligible, offer himself for re-election. **Ordinary Resolution 6**
8. To appoint HLB Ler Lum Chew PLT as Auditors of the Company, in place of the retiring Auditors, HLB AAC PLT, and to authorise the Board of Directors to determine their remuneration **Ordinary Resolution 7**

AS SPECIAL BUSINESS:

To consider and if thought fit, with or without any modification, to pass the following resolutions:-

9. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 8**

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Additional Temporary Relief Measures to Listed Corporations for Covid-19 issued by Bursa Securities on 16 April 2020 and its subsequent letter dated 23 December 2021 on the extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“20% General Mandate”) being to be utilised until 31 December 2022 as empowered by Bursa Securities pursuant to its subsequent letter dated 23 December 2021 to grant its extension for the additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance;

AND THAT authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

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10. **Proposed Renewal of Authority for Purchase of Own Shares by the Company (“Proposed Renewal of Share Buy-Back”)** **Ordinary Resolution 9**

“THAT subject to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount 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:-

- i) the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

11. **Retention of Independent Non-Executive Directors**

“THAT subject to passing of Ordinary Resolutions 3 and 4 above, approval be and is hereby given to the following Directors, each of whom has served as an Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting:

- a) Tan Sri Datuk Adzmi Bin Abdul Wahab
- b) Sazali Bin Saad

Ordinary Resolution 10

Ordinary Resolution 11

12. To transact any other business of which due notice has been given in accordance with the Act and the Company’s Constitution.

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By order of the Board,

TAN TONG LANG (MAICSA 7045482/ SSM PC No. 202208000250)

THIEN LEE MEE (LS0009760/ SSM PC No. 201908002254)

Company Secretaries
Selangor

Dated 29 April 2022

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/ her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Share Registrars Office, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
6. For the purpose of determining a member who shall be entitled to attend the 27th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 30 May 2022. Only members whose name appears on the Record of Depositors as at 30 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
7. All the resolutions set out in this Notice of Meeting will be put to vote by poll.

COVID-19 Outbreak Measure Notes

The health and safety of our members and staff who will attend the 27th AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 27th AGM:

- a. *Only fully vaccinated Attendees (referring, in a collective sense, to members / proxies / management personnel / invited guests) ARE ALLOWED to attend the 27th AGM.*
- b. *Members or proxies are encouraged to abide by the most current regulations in place and enforced by the Ministry of Health and Government of Malaysia at the time deciding on whether or not to attend the 27th AGM in person.*
- c. *Members are encouraged to appoint the Chairman of the meeting (or any other person) to act as proxy to attend and vote at the 27th AGM on their behalf by submitting the proxy form with predetermined voting instruction.*
- d. *Members or proxies who are feeling unwell or have been placed on quarantine orders or stay-at-home notices, you are advised to refrain from attending the 27th AGM in person.*
- e. *Members or proxies who had been in physical contact with a person infected with COVID-19 are advised to refrain from attending the 27th AGM in person.*
- f. *In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or your proxies) wish to attend the 27th AGM in person.*

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- g. *Members/proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the meeting in person.*
- h. *Members or proxies are advised to observe/maintain social distancing throughout the meeting.*
- i. *No door gift will be provided to the Members or proxies.*

In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 27th AGM at short notice. Kindly check Bursa Securities' and Company's website at www.magnaprima.com.my for the latest updates on the status of the said meeting.

Explanatory Notes on Ordinary Business:

1. Audited Financial Statements for the financial year ended 31 December 2021

This Agenda item is meant for discussion only as the Section 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Ordinary Resolutions 3 to 5

Re-election of Directors in accordance with Clause 105 of the Company's Constitution

The Board has therefore recommended Tan Sri Datuk Adzmi Bin Abdul Wahab, Sazali Bin Saad and Dato' Darawati Hussain who is standing for re-election as Director of the Company in accordance with Clause 105 of the Company's Constitution and being eligible, have offered themselves for re-election at the 27th AGM of the Company. The profile of the retiring Directors are set out in the Directors' Profile of the Annual Report 2021.

3. Ordinary Resolution 6

Re-election of Dato' Sri Hj Wan Adnan Bin Wan Mamat in accordance with Clause 109 of the Company's Constitution

The Board has therefore recommended Dato' Sri Hj Wan Adnan Bin Wan Mamat who is standing for re-election as Director of the Company in accordance with Clause 109 of the Company's Constitution and being eligible, has offered himself for re-election at the 27th AGM of the Company in view of Dato' Sri Hj Wan Adnan Bin Wan Mamat was appointed as an Independent Non-Executive Director of the Company on 8 July 2021. His profile is set out in the Directors' Profile of the Annual Report 2021.

4. Ordinary Resolution 8

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

The proposed Ordinary Resolution 8, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

Bursa Securities has via their letter dated 23 December 2021 granted an extension to the temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming 27th AGM of the Company.

The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/ or acquisitions. The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the 31 December 2022.

The Board of Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further

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flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, ongoing projects or future projects/investments to ensure the long-term sustainability of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.

As at the date of this Notice, the Company had issued total 66,525,400 ordinary shares at an issue price of RM0.45 per share by way of Private Placement pursuant to the general mandate obtained from the shareholders at the 26th AGM held on 27 May 2021 ("Previous Mandate") and will lapse at the conclusion of the 27th AGM.

5. Ordinary Resolution 9-Proposed Renewal of Share Buy-Back

The proposed Ordinary Resolution 9, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the total number of issued shares of the Company at any point of time, by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting.

Please refer to Statement to Shareholders for the Proposed Renewal of Share Buy-Back in the Annual Report.

6. Ordinary Resolutions 10 to 11 – Retention of Independent Non-Executive Directors

Tan Sri Datuk Adzmi Bin Abdul Wahab and Sazali Bin Saad have served the Board as Independent Non-Executive Directors of the Company for more than 12 years since 2 May 2006. The Board through the Nomination Committee has carried out the necessary assessment and recommend that they continue to act as Independent Non-Executive Directors of the Company based on the following:

- a) They are able to exercise independent judgment and act in the best interest of the Company.
- b) They have effectively applied her experience and knowledge to discharge their duties and responsibilities as Directors of the Company.
- c) They participated actively and contribute positively during deliberations at board meetings.
- d) They are in compliance with the relevant criteria and provisions in the MMLR of Bursa Securities on independent directors.

Their profiles are set out in the Profile of Directors of the Annual Report 2021. The Board will be seeking for shareholders' approval at the 27th AGM to retain them as Independent Non-Executive Directors of the Company via a two-tier voting pursuant to the recommendation of the MCG 2021.

STATEMENT OF ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are seeking re-election as Directors of the Company at the 27th AGM of the Company are:
 - a) Tan Sri Datuk Adzmi Bin Abdul Wahab (Clause 105);
 - b) Sazali Bin Saad (Clause 105);
 - c) Dato' Darawati Binti Hussain (Clause 105); and
 - d) Dato' Sri Hj Wan Adnan Bin Wan Mamat (Clause 109).
2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03 of the MMLR of Bursa Securities.

Details of the general mandate to allot shares in the Company pursuant to Sections 75 & 76 of the Act are set out in Explanatory Note of the Notice of the 27th AGM.