

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting (“52nd AGM”) of Mentiga Corporation Berhad (“the Company”) will be held at **Zenith 6, Level 3, SAS International Convention Centre & The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang** on **Tuesday, 30 May 2023** at **2.30 p.m.** or at any adjournment thereof, for the following purposes: -

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ Fees, Meeting Allowance and Benefits of up to RM659,500 for the financial period from 1 July 2023 to 30 June 2024. **(Ordinary Resolution 1)**
[Please refer to Explanatory Note a]
3. To re-elect the following Directors retiring in accordance with the Company’s Constitution and being eligible, have offered themselves for re-election: -
 - i. Tan Sri Dato’ Sri DiRaja Haji Adnan bin Haji Yaakob (Article 93) **(Ordinary Resolution 2)**
 - ii. Dato’ Haji Muhammad Nasir bin Puteh (Article 93) **(Ordinary Resolution 3)**
 - iii. Encik Nahmar bin Jamil (Article 98) **(Ordinary Resolution 4)**
 [Please refer to Explanatory Note b]
4. To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**
[Please refer to Explanatory Note c]

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution(s), with or without modification: -

5. **ORDINARY RESOLUTION** **(Ordinary Resolution 6)**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 10 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act.”

 [Please refer to Explanatory Note d]
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD

LIM SECK WAH (MAICSA 0799845 & SSM PC No. 202008000054)
TANG CHI HOE (KEVIN) (MAICSA 7045754 & SSM PC No. 202008002054)
Company Secretaries

Dated this 27 April 2023
Kuala Lumpur

Notice of Annual General Meeting (Cont'd)

NOTES:

1. Members are to refer to the Administrative Guide for the procedures to register and participate and vote in the Fifty-Second Annual General Meeting ("52nd AGM").
2. For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at **23 May 2023**. Only a member whose name appears on this Record of Depositors shall be entitled to participate the said meeting or appoint proxies to attend, speak and vote on his/her stead.
3. A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
7. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing proxy(ies) must be made either under its common seal or signed by an officer or an attorney duly authorised.
8. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a certified copy thereof must be deposited at the Company's registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to mega-sharereg@megacorp.com.my not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
9. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.

Notice of Annual General Meeting (Cont'd)

EXPLANATORY NOTES:

a. [Ordinary Resolution No. 1 – Approval of Directors’ Fees, Meeting Allowance and Benefits](#)

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors’ Fees, Meeting Allowance and Benefits for the period from 1 July 2023 to 30 June 2024 (the due date for which the next AGM should be held).

In the event the Directors’ Fees and benefits proposed are insufficient (e.g., due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Directors’ meeting allowances payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees, and covers the period from 1 July 2023 to 30 June 2024 (the due date for which the next AGM should be held).

b. [Ordinary Resolution Nos. 2 to 4 – Re-election of Directors](#)

The Nomination and Remuneration Committee (“NRC”) had conducted a Board Effectiveness Assessment (“BEA”) of the Directors, in the areas of qualification, experience, skills, corporate governance, contribution, competence and independence.

Based on the results of the BEA for the financial year ended 31 December 2022, the Board approved the NRC’s recommendation on the re-election of Tan Sri Dato’ Sri DiRaja Haji Adnan bin Haji Yaakob and Dato’ Haji Muhammad Nasir bin Puteh who are due to retire at the 52nd AGM in accordance with Clause 93 of the Company’s Constitution and Encik Nahmar bin Jamil who is due to retire in accordance with Clause 98 of the Company’s Constitution (“Retiring Directors”).

The Board is satisfied with the performance and contribution of the Retiring Directors as they have the relevant mix of experience, skills, industry knowledge in plantation and mining, as well as banking and finance expertise that are beneficial to the Company. Therefore, the Board would like to recommend their re-election for the shareholders’ approval at the 52nd AGM.

c. [Ordinary Resolution No. 5 – Re-appointment of Auditors](#)

The Board had its meeting held on 17 April 2023 approved the recommendation by the Audit Committee to re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT (“Salihin”). The Board and Audit Committee collectively agreed that Salihin has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

d. [Ordinary Resolution No. 6 – Authority to Issue and Allot Shares](#)

The Proposed Ordinary Resolution 6 is the renewal of the general mandate obtained from the shareholders at the last AGM. As at the date of this notice, the Company did not allot any share pursuant to the general mandate granted to the Directors at the Fifty-First Annual General Meeting held on 9 June 2022.

This Ordinary Resolution 6, if passed, will empower the Directors to allot and issue ordinary shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund raising activities for future investment projects or undertakings or for working capital purpose as the Directors may in their absolute discretion deem fit and thereby reducing administrative time and cost associated with the convening of such meeting(s).

e. **Additional Notes**

Retirement of Independent Directors

The following Independent Directors who have served the Company for more than 12 years will not continue in office and will retire at the conclusion of the 52nd AGM: -

- i. Dato’ Bahudin bin Mansor
- ii. Dato’ Hazli bin Ibrahim