

Notice of Annual General Meeting



MTD ACPI ENGINEERING BERHAD
Registration No. 199301004099 (258836-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh (27th) Annual General Meeting (“AGM”) of MTD ACPI Engineering Berhad (“the Company” or “MTD ACPI”) will be held at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Wednesday, 30 September 2020 at 9.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
2. To approve the payment of Directors’ fees and allowance of up to an aggregate amount of RM300,000 payable for the period from 1 October 2020 until the next AGM of the Company to be held in 2021.
(Please refer to Explanatory Note 2) **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Constitution of the Company:
 - i. Keith George Cowling **Ordinary Resolution 2**
 - ii. Dato’ Ir. Wan Razali bin Wan Muda **Ordinary Resolution 3**
4. To re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next AGM 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 Ordinary Resolutions:

5. **Continuation in Office as Independent Non-Executive Director**
 - i. “That Nik Din bin Nik Sulaiman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 31 October 2008, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”
(Please refer to Explanatory Note 3) **Ordinary Resolution 5**
 - ii. “That Dato’ Ir. Kalid bin Alias who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 15 August 2006, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”
(Please refer to Explanatory Note 3) **Ordinary Resolution 6**

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6. Authority for Directors to Issue Shares Pursuant to the Companies Act 2016

Ordinary Resolution 7

“That pursuant to the Companies Act 2016 (“Act”), the Constitution of the Company, the Bursa Malaysia Securities Berhad Main Market Listing Requirements and subject to the approvals of the relevant authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company at any time upon such terms and conditions, to such persons 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 ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

(Please refer to Explanatory Note 4)

7. Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 8

“That subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be given to MTD ACPI and/or its subsidiaries (“MTD ACPI Group”) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of MTD ACPI Group, with those related parties as set out in Section 2.3 of the Circular to Shareholders dated 28 August 2020, subject to the following:

- a) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this mandate during the financial year.

And That the authority conferred by this mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- a) the conclusion of the next AGM of the Company at which time the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority is renewed;
- b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

And That the Directors be and are hereby authorised to complete and do all such acts and things including, executing all such documents as may be required, to give effect to the transactions contemplated and/or authorised by this resolution.”

(Please refer to Explanatory Note 5)

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8. Proposed Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature Ordinary Resolution 9

"That subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be given to MTD ACPI and/or its subsidiaries ("MTD ACPI Group") to enter into additional recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of MTD ACPI Group, with those related parties as set out in Section 2.3 of the Circular to Shareholders dated 28 August 2020, subject to the following:

- a) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this mandate during the financial year.

And That the authority conferred by this mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- a) the conclusion of the next AGM at which time the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority is renewed;
- b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

And That the Directors be and are hereby authorised to complete and do all such acts and things including, executing all such documents as may be required, to give effect to the transactions contemplated and/or authorised by this resolution."
(Please refer to Explanatory Note 5)

9. To transact any other ordinary business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board

Chan Bee Kuan (SSM PC No. 202008001959) (MAICSA 7003851)
Cheong Wei Ling (SSM PC No. 202008001285) (MAICSA 7009208)
Company Secretaries

Selangor Darul Ehsan
28 August 2020

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Notes:

- (a) In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2020 shall be eligible to attend, speak and vote at the meeting or appoint proxy to attend, speak and vote on his behalf.
- (b) Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act, 1991 and Exempt Authorised Nominees which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the meeting, and such proxy need not be a member.
- (c) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy. There shall be no restriction on the qualification of the proxy. The lodgement of proxy form will not preclude members from attending and voting in person at the meeting.
- (d) The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under its common seal or under the hand of an authorised officer or attorney duly authorised.
- (e) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan, not less than twenty-four (24) hours before the time set for the meeting, i.e. latest by **Tuesday, 29 September 2020 at 9.30 a.m.** or at any adjournment thereof and in default, the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.
- (f) Registration will commence at 8.30 a.m. and will be closed once voting commences to facilitate the voting process.
- (g) Pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in this notice will be put to vote by way of poll.
- (h) Please refer to the Administrative Guide on the precautionary measures to minimise risk of Covid-19 pandemic.

Explanatory Notes

1. Audited Financial Statements and Reports of the Directors and Auditors

The Audited Financial Statements and Reports of the Directors and Auditors thereon under Agenda 1 are laid in accordance with Section 340(1) of the Companies Act 2016 ("Act"), for discussion. This Agenda does not require the approval of the shareholders and **will not be put to vote by members.**

2. Ordinary Resolution 1 - Payment of Directors' fees and allowance

The proposed ordinary resolution 1 is to seek shareholders' approval pursuant to Section 230(1) of the Act for the payment of Directors' fees and allowance of up to an aggregate amount of RM300,000 comprising Directors' fees of RM234,000 and allowance of RM66,000 payable to Directors for the period from 1 October 2020 until the next AGM of the Company in 2021. Details of Directors' fees and allowance are set out in the tables below:

	Non-Executive Chairman (RM)	Senior Independent Director (RM)	Each Other Directors (RM)
Monthly Directors' fee	4,000	3,500	3,000

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2. Ordinary Resolution 1 - Payment of Directors' fees and allowance (Cont'd)

	Executive Director (RM)	Chairman of Audit Committee (RM)	Each Member of Audit Committee (RM)
Monthly Directors' Allowance	2,000	1,000	500
			Chairman/Each Member (RM)
Meeting Allowance (per meeting)			
Nomination and Remuneration Committee ("NRC")			1,000
Risk Management Committee ("RMC")			1,000

Computation of the estimated aggregate Directors' fees and allowance is based on the existing Board and Board Committee composition of the Company and provision for one (1) additional director, in case the appointment is required. In the event the estimated amount is insufficient due to enlarged Board size or more meetings being held by NRC or RMC, approval will be sought at the next AGM for the additional fees and allowance to meet the shortfall.

3. Ordinary Resolution 5 & 6 – Continuation in Office as Independent Director

The Malaysian Code on Corporate Governance provides that the tenure of an independent director does not exceed a cumulative term limit of nine (9) years. If the Board intends to retain an independent director beyond nine (9) years, it should justify and seek annual shareholders' approval. In addition, if the Board continues to retain the independent director after twelve (12) years, the Board should seek annual shareholders' approval through a two-tier voting process.

The proposed ordinary resolution 5 & 6, if passed, will allow Nik Din bin Nik Sulaiman and Dato' Ir. Kalid bin Alias to continue to act as Independent Non-Executive Director of the Company, until the conclusion of the next AGM of the Company.

The Board through the Nomination and Remuneration Committee conducted assessment of their independence and recommended they be retained notwithstanding, they have served as independent director for a cumulative term exceeding nine (9) years based on the following justifications:

- a) They fulfilled the criteria of independence set out in the Bursa Malaysia Securities Berhad Main Market Listing Requirements and Corporate Governance Guide issued by Bursa Malaysia Securities Berhad;
- b) The Independent Directors' respective background, experience, personalities and understanding of good corporate governance enable them to provide broad view and balance assessment for decision making; and
- c) They continue to actively participate in the Board and Board Committee meetings, challenged and guided the management in an effective manner without compromising their independent judgement and objectivity in the best interest of the Company.

Dato' Ir. Kalid bin Alias who has served the Company as an Independent Director for a cumulative term exceeding twelve (12) years would be subject to shareholders' approval through a two-tier voting process i.e. Tier 1 : voting by large shareholders and Tier 2 : voting by other shareholders.

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Explanatory Notes (Cont'd)

4. Ordinary Resolution 7 - Authority for Directors to Issue Shares Pursuant to the Companies Act 2016

Sections 75 and 76 of the Companies Act 2016 provides amongst others, our Directors are empowered to issue new shares in the Company at any time, up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares), for such purposes as our Directors deem necessary and in the best interest of the Company, without having to convene a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM.

This mandate will provide flexibility to our Directors to undertake any corporate exercise or fund raising activities, including but not limited to placement of shares for the purpose of funding current or future investments, working capital and/or acquisitions, which involves issuance of new shares.

As at the date of this Notice, the Company has not issued any new shares pursuant to the shareholders' mandate obtained on 5 September 2019, which will lapse upon the conclusion of this AGM.

5. Ordinary Resolution 8 & 9 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The proposed Ordinary Resolution 8 & 9, if approved, will allow MTD ACPI Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of MTD ACPI Group with the related parties.

The details of the proposals are set out in the Circular to Shareholders dated 28 August 2020 and is available on the Company's website www.mtdacpi.com.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") of the Company 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.

Statement Accompanying Notice of Annual General Meeting

[Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements]

Details of individuals who are standing for election as Directors (excluding Directors standing for a re-election)

No individual is seeking election as a Director at the 27th AGM of the Company.

MTD ACPI ENGINEERING BERHAD

Registration No. 199301004099 (258836-V)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 27TH ANNUAL GENERAL MEETING (AGM)

Day/Date	:	Wednesday, 30 September 2020
Time	:	9.30 a.m.
Venue	:	Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan

MEASURES TO MINIMISE RISK OF COVID-19 PANDEMIC

Due to the current COVID-19 pandemic and as a precautionary measure:

1. The Company reserves the right to limit the number of physical attendees to be accommodated at the meeting venue, to comply with the necessary standard operating procedures for social distancing.
2. Members/proxies are strongly advised not to attend the meeting if you are unwell with fever, cough, sore throat, flu and/or shortness of breath.
3. Members/proxies who have been issued with quarantine or stay-at-home orders, or travel history to high risk countries affected by COVID-19 within the past 14 days are advised not to attend the AGM.
4. In such instances, members are encouraged to appoint the Chairman of the meeting or any other person to act as proxy to attend and vote at the AGM on their behalf by submitting the proxy form in accordance with the notes and instructions printed therein. Your proxy(ies) must adhere to the same precautionary measures.
5. Upon arrival at the meeting venue on 30 September 2020, members/proxies **MUST** register their attendance via the "MySejahtera App" using your own smart mobile phone by scanning the QR code provided at the entrance of Menara MTD. Members/proxies are required to download and install the said App onto your smart mobile phone. Members/proxies who do not possess smart mobile phones must be manually registered at the Health Screening Counter for such purpose.
6. A Health Screening Counter will be set up at the main entrance of the meeting venue to conduct temperature checks before members/proxies enter for registration at the AGM venue. Based on prevailing safety and health guidelines, the Company may reject members/proxies entry if members/proxies have a temperature reading above 37.5°C or show symptoms of respiratory illness such as cough, sore throat, flu, sneezing and/or shortness of breath.
7. Members/proxies are required to sanitise their hands and wear face mask when attending the AGM.
8. Members/proxies are advised to observe/maintain social distancing of at least one (1) meter in the venue and throughout the AGM.
9. Members/proxies are advised to arrive early at the meeting venue given that the above-mentioned precautionary measures may cause delay in the registration process.

REGISTRATION

10. Registration will be at Ground Floor, Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan.
11. Registration will commence at 8.30 a.m. and will be closed once voting commences to facilitate the voting process.
12. Please read the signage as to ascertain where the registration shall take place for the meeting and join the queue accordingly.
13. Members/proxies are required to produce original identity card at the registration counter for verification purposes.
14. Upon verification, members/proxies are required to write your name and sign the Attendance List placed on the registration counter.
15. Members/proxies shall be given an identification barcoded wristband to be secured around your wrist for voting purpose. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement in the event that you lose or misplace the identification wristband.
16. No person will be allowed to register on behalf of another person, even with the original identity card of that person.
17. Please note that members/proxies will not be allowed to enter the meeting hall without wearing the identification wristband.
18. The registration counter will handle verification of identity, registration and revocation of proxy's appointment.

NO DOOR GIFT AND REFRESHMENT

19. In order to ensure social distancing and as a precautionary measure for members/proxies well-being as well as to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time arising from the COVID-19 pandemic and/or enforcement of the Recovery Movement Control Order, refreshment / food will not be served and door gift will not be distributed.

ENTITLEMENT TO PARTICIPATE AND VOTE

20. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2020 shall be eligible to attend, speak and vote at the meeting or appoint proxy to attend, speak and vote on his behalf.

POLL VOTING

21. The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Poll Administrator and Independent Scrutineers will be appointed to conduct the poll by way of electronic voting and verify the results of the poll respectively.
22. During the AGM, members/proxies will be briefed on the electronic voting process. The Chairman will declare the decision of the poll result after completion of voting for all resolutions, duly verified by the Independent Scrutineers.

ANNUAL REPORT 2020 AND CIRCULAR TO SHAREHOLDERS

23. The Company's Annual Report 2020 and Circular to Shareholders dated 28 August 2020 ("Circular to Shareholders") are available on the Company's website www.mtdacpi.com under Investor Relations and Bursa Malaysia Securities Berhad's website www.bursamalaysia.com.
24. If you require printed copy of the Annual Report 2020 and/or Circular to Shareholders, please complete the Request Form and email to our Share Registrar. The Share Registrar will send it to you by ordinary post as soon as possible upon receipt of your request.
25. However, in consideration of environmental and sustainability concerns, members/proxies are advise to view the Annual Report 2020 and/or Circular to Shareholders on the websites.

RECORDING OR PHOTOGRAPHY

26. No recording or photography is allowed during the AGM proceedings without the prior written permission from the Company.

CAR PARKING

27. Free parking is available at the parking area of Menara MTD. MTD ACPI will not reimburse any parking costs incurred at any other locations.