



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of MTD ACPI Engineering Berhad (“**MTD ACPI**” or “**Company**”) will be conducted as a fully virtual EGM through live streaming from the Broadcast Venue at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Tuesday, 16 February 2021 at 9.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MTD ACPI UNDER SECTION 116 OF THE COMPANIES ACT 2016 (“ACT**”) (“**PROPOSED SCR**”)**

“**THAT**, subject to the relevant approvals being obtained from all relevant authorities and parties, and subject to the confirmation of the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Company to undertake and effect the Proposed SCR in the following manner:

- (i) the share capital of MTD ACPI shall be reduced from RM339,770,686.00 comprising 231,632,798 ordinary shares in MTD ACPI (“**MTD ACPI Shares**”) (including all treasury shares held by MTD ACPI) to RM318,930,177.00 comprising 156,565,409 MTD ACPI Shares. The reduction shall be effected by the cancellation of 75,067,389 MTD ACPI Shares including all treasury shares held by MTD ACPI and all shareholders of MTD ACPI (other than MTD Capital Bhd and relevant persons acting in concert with it (“**Non-Entitled Shareholders**”)) whose names appear in the Record of Depositors of MTD ACPI as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of MTD ACPI (“**Board**”) in respect of the Proposed SCR (“**Entitlement Date**”) (“**Entitled Shareholders**”); and
- (ii) thereafter, the reduction of RM20,840,509.00 of the Company’s share capital in the manner as set out above shall be effected by the capital repayment of RM20,840,509.00 in cash, which represents a cash amount of RM0.28 for each MTD ACPI Share held by the Entitled Shareholders on the Entitlement Date.

THAT, pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to lodge an application to seek the confirmation from the High Court of Malaya for the reduction of share capital in accordance with Section 116 of the Act (“**Order**”);
- (iii) to lodge a copy of the Order pursuant to Section 116(6) of the Act confirming the reduction of share capital with the Registrar of Companies on such date as the Board may determine;
- (iv) subject to the Order by the High Court of Malaya being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM0.28 in cash for each MTD ACPI Share held by Entitled Shareholders on the Entitlement Date;
- (v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as a consequence of any requirements imposed by the relevant authorities, the High Court of Malaya and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and

- (vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

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

25 January 2021

Notes:

- In line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (last revised on 12 January 2021), including any amendments that may be made from time to time. The EGM will be conducted as a fully virtual EGM through live streaming from the Broadcast Venue at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan. Please refer to the Administrative Guide of the EGM to register, participate and vote remotely at the EGM.*
- 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 Meeting. No members/proxies should be physically present at the Broadcast Venue on the day of the EGM.*
- Members may submit questions to the Board of Directors prior to the EGM and are requested to submit the questions via email to enquiries@mtdgroup.com.my no later than 15 February 2021. Alternatively, members may use the question pane to transmit questions to the Board of Directors through live streaming during the virtual EGM.*
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 February 2021 shall be eligible to attend, speak and vote at the meeting or appoint proxy to attend, speak and vote on his behalf at the EGM.*
- A member entitled to participate and vote at the meeting may appoint proxy(ies)/the Chairman of the meeting as his/her proxy and indicate the voting instruction in the proxy form.*
- 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 EGM, and such proxy need not be a member.*
- 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 EGM.*
- 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.*
- The instrument appointing the proxy may be made in the following manner and must be submitted by electronic means or in hard copy form, not less than twenty-four (24) hours before the time appointed for the EGM i.e. latest by **Monday, 15 February 2021 at 9.30 a.m.**:*
 - Online Registration*

Members are to register and appoint a proxy/Chairman online at Mega Corporate Services Sdn Bhd's ("MegaCorp") website at <https://vps.megacorp.com.my/aajTNJ>. Please follow the procedures provided in the Administrative Guide.
 - By electronic means via email*

*The instrument appointing a proxy ("**Proxy Form**") must be submitted electronically to MegaCorp's email address at EGM-support.ACPI@megacorp.com.my.*
 - In hard copy form*

The original Proxy Form must be deposited at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan.

10. *Any instrument of proxy in default shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.*
11. *If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our EGM online personally, please send an email to MegaCorp's email address at EGM-support.ACPI@megacorp.com.my to revoke the appointment of the proxy(ies) at least twenty-four (24) hours before the EGM i.e. latest by Monday, 15 February 2021 at 9.30 a.m.*
12. *Pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the special resolution set out in this Notice of EGM will be put to vote by way of poll. Please refer to the Administrative Guide of the EGM on the digital ballot form voting procedures.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including and adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 "Purpose"), (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 Purpose, and (iii) agrees that the member will indemnify the Company in respect of penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



MTD ACPI ENGINEERING BERHAD

[Registration No: 199301004099 (258836-V)]
(Incorporated in Malaysia)



ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : **Tuesday, 16 February 2021**
EGM Time : **9.30 a.m.**
Broadcast Venue : **Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan**

MODE OF MEETING

The EGM of MTD ACPI Engineering Berhad (“**Company**”) will be conducted as a fully virtual EGM through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (last revised on 12 January 2021), including any amendments that may be made from time to time.

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 Meeting. No members/proxies should be physically present at the Broadcast Venue on the day of the EGM.

The Company will observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures in effort to curb the spread of the Coronavirus Disease 2019 (“**COVID-19**”). Due to the constant evolvement of the COVID-19 situation in Malaysia, we may be required to change the arrangements of the EGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the EGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

In the event you encounter any issues with logging-in connection to the live streamed meeting or remote voting on the day of EGM, kindly contact Mega Corporate Services Sdn. Bhd. (“**MegaCorp**”) at (03) 2692 4271 / (03) 2694 8984 or send an e-mail to EGM-support.ACPI@megacorp.com.my for assistance.

COMMUNICATION WITH THE BOARD OF DIRECTORS OF THE COMPANY

In order to enhance the efficiency of the proceedings of the EGM, members may submit questions to the Board of Directors in advance by sending the questions via email to enquiries@mtdgroup.com.my no later than 15 February 2021. Alternatively, members may use the question pane to transmit questions to the Board of Directors through live streaming during the virtual EGM. The Board of Directors will endeavor to respond to the relevant questions received at the EGM.

ENTITLEMENT TO ATTEND AND VOTE

Only a member whose name appears on the Record of Depositors (“**ROD**”) as at 10 February 2021 shall be entitled to attend and vote or appoint proxies or corporate representatives or attorneys to attend and/or vote on his/her behalf at the EGM.

If you wish to personally participate in the EGM, please do not submit any Proxy Form(s). If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our EGM online personally, please send an email to EGM-support.ACPI@megacorp.com.my to revoke the appointment of the proxy(ies) at least twenty-four (24) hours before the EGM i.e latest by Monday, 15 February 2021 at 9.30 a.m.

Kindly note that you will not be allowed to participate in the EGM together with a proxy appointed by you.

REGISTRATION AND DIGITAL BALLOT FORM (“**DBF**”) VOTING PROCEDURES

Members/proxies who wish to participate in the EGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate in the EGM online:

1. Open the link <https://vps.megacorp.com.my/aajTNJ> or scan the QR code above and submit all the details requested at least twenty-four (24) hours before the time of the EGM i.e. latest by **Monday, 15 February 2021 at 9.30 a.m.**
2. Only members are allowed to register their details online. Members can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate and match the details on the ROD or the Proxy Form, as any discrepancy in details or non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor or submit via email to EGM-support.ACPI@megacorp.com.my not less than twenty-four (24) hours before the time of the EGM or at any adjournment thereof at which the person named in the instrument proposed to vote. Any instrument of proxy in default shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.
4. For corporate members/Nominee Accounts, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the EGM once they have verified your details.
6. Registered members/proxies would receive two (2) emails:
 - i. A webinar session link (to join the virtual EGM); and
 - ii. DBF (for remote voting purposes).

POLL VOTING

The voting will be conducted by a poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting (“**e-voting**”) and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the EGM, e-voting will be carried out via your digital devices (e.g. computer/mobile phone/tablets). The DBF itself is self-explanatory. Please carefully read the instructions in the same e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the EGM.

Members/proxies can proceed to vote on the resolution and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the EGM will announce the result of the resolution.

CIRCULAR TO SHAREHOLDERS

As part of our dedicated commitment to sustainable practices, the Circular to Shareholders and Independent Advice Letter dated 25 January 2021 (“**Circular/IAL**”) can be downloaded from the Company’s website at [www.mtdacpi.com/investor relations/circular to shareholders](http://www.mtdacpi.com/investor%20relations/circular%20to%20shareholders) and/or Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com.

If you require a printed copy of the Circular/IAL, you may submit an email request to MegaCorp at EGM-support.ACPI@megacorp.com.my. However, please consider the environment before you decide to request for the printed copy.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for this EGM.

RECORDING OR PHOTOGRAPHY

Strictly NO unauthorised recording or photography of the proceedings of the EGM.

ENQUIRIES

If you have any enquiries prior to the EGM, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Poll Administrator

Mega Corporate Services Sdn. Bhd.
Mr Alfred Devan John or Encik Norhisham Abdul Hamid
Telephone No. : (03) 2692 4271 / 2694 8984
Facsimile No. : (03) 2732 5388
E-mail : EGM-support.ACPI@megacorp.com.my