



MATRIX CONCEPTS HOLDINGS BERHAD (414615-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (20th AGM) of Matrix Concepts Holdings Berhad ("MCHB" or "the Company") will be held at Halla Room, d'Tempat Country Club, PT12653, Jalan Pusat Dagangan Sendayan 1, 71950, Bandar Sri Sendayan, Negeri Sembilan Darul Khusus, Malaysia on Wednesday, 16 August 2017 at 10.30 a.m. for the transaction of the following business:-

AGENDA

AS ORDINARY BUSINESS

- TO RECEIVE the Audited Financial Statements for the financial year ended 31 March 2017 and the Directors' and Auditors' Reports thereon.
- TO APPROVE the following payments to Directors:-
 - Directors' Fees of RM349,000 for the financial year ended 31 March 2017 (2016: RM315,000).
 - Directors' Benefits of up to RM400,000 from 31 January 2017 until the next Annual General Meeting of the Company to be held in the year 2018.
- TO RE-ELECT the following Directors retiring in accordance with Article 97 & 103 of the Company's Articles of Association/Constitution:-
 - Dato' Lee Tian Hock (Article 97)
 - Rezal Zain Bin Abdul Rashid (Article 97)
 - Dato' Firdaus Muhammad Rom Bin Harun (Article 97)
 - Dato' Logendran A/L K Narayanasamy (Article 103)
- TO RE-APPOINT Messrs. Crowe Horwath (Firm No. AF 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions:-

- Proposed Bonus Issue of up to RM163,941,084 new ordinary shares in the Company ("MCHB Shares") ("Bonus Shares") on the basis of one (1) Bonus Share for every four (4) existing MCHB Shares held on an entitlement date to be determined later ("Proposed Bonus Issue")**

"THAT subject to the approvals of all relevant authorities or parties for the listing and quotation of the Bonus Shares, authority be and is hereby given to the Board of Directors of the Company ("Board") to capitalise an amount of up to RM163,941,084 from the Company's share premium and retained profits accounts, and to apply the same for the purposes of issuing up to RM163,941,084 Bonus Shares to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced by the Board on the basis of one (1) Bonus Share for every four (4) existing MCHB Shares held by such shareholders on that date.

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing MCHB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

- Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

"THAT, subject always to the Companies Act 2016 ("the Act"), the Articles of Association/Constitution of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered pursuant to Section 75 and 76 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 18 August 2016 and new shareholders' mandate pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.1.4 and 2.1.5 in Part B of the Circular to Shareholders dated 24 July 2017, with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the 20th AGM at which such mandate will lapse, unless by an ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorized by this resolution."

TO CONSIDER AND IF THOUGHT FIT, to pass the following as Special Resolution:-

- Proposed Alteration of the existing Memorandum and Articles of Association in its Entirety and Substituting with a New Constitution of the Company**

Special Resolution

"THAT pursuant to Section 36 of the Companies Act 2016, approval be and is hereby given for the Company to alter the existing Memorandum and Articles of Association in its entirety and simultaneously substituting with a new Constitution of the Company, details as set out in Part C of the Circular to Shareholders dated 24 July 2017 attached herewith AND THAT the alteration of the existing Memorandum and Articles of Association and replacement of the same with the new Constitution shall be effective from 1 November 2017 AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the foregoing with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the foregoing."

- TO TRANSACT any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LOO KAH BOON (MAJCSA 0784630)

Group Company Secretary

24 July 2017
Negeri Sembilan

Notes:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his place. A proxy may, but need not be, a member of the Company. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the 20th AGM. Where a member appoints more than one (1) proxy to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt 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 with more than one (1) Securities Account must submit a separate instrument of proxy for each securities account.
- 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 such power or authority shall be deposited at the Company's Registered Office, Wisma Matrix, No. 57, Jalan Tun Dr. Ismail, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 August 2017 shall be entitled to attend, speak and vote at the 20th AGM.

Explanatory Notes on Item 1, 2(b) and 4 of the Agenda and Special Business.

Ordinary Business:

- Item 1 of the Agenda – Audited Financial Statements**

This item 1 of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such this Agenda does not require a formal approval from the shareholders. Hence, this Agenda is not put forward for voting.

- Item 2(b) of the Agenda – Payment of Directors' Benefits**

Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, the fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is seeking shareholders' approval for the payment of the Directors' benefits incurred or to be incurred from 31 January 2017 until the next annual general meeting of the Company to be held in the year 2018.

The Directors' benefits payable to the Directors comprise meeting allowances, club memberships and leave passages. If the Proposed Resolution 2 is passed at the 20th AGM, the payment of the Directors' benefits will be made by the Company as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid as and when incurred, given that the Directors have duly discharged their responsibilities and provided their services to the Company for the said period.

- Item 4 of the Agenda – Re-appointment of Auditors**

The Board had approved the recommendation by the Audit Committee on the re-appointment of Messrs. Crowe Horwath (Firm No. AF 1018) as Auditors of the Company. The Board and Audit Committee collectively agreed that Messrs. Crowe Horwath has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business:

- Proposed Bonus Issue**

The proposed Ordinary Resolution 8 is to consider and if deemed fit, approve the Proposed Bonus Issue. For further information on the Proposed Bonus Issue, please refer to Part A of the Circular to Shareholders dated 24 July 2017 accompanying the Company's Annual Report 2017.

- Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 9 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the issued share capital at any time in their absolute discretion and for such purpose as they consider would be in the best interest of the Company without convening a general meeting. This authority, if granted, is a renewal of the earlier mandate granted at the Nineteenth Annual General Meeting held on 18 August 2016 and unless revoked or varied at a general meeting, shall expire at the 20th AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued share capital of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when such needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total, 10% of the issued share capital of the Company for the time being, for such purpose.

- Recurrent Related Party Transactions**

The proposed Ordinary Resolution 10 is to seek a renewal of shareholders' mandate and new shareholders' mandate to allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. For further information, please refer to the Part B of the Circular to Shareholders dated 24 July 2017 accompanying the Company's Annual Report 2017.

- Proposed Alteration of the existing Memorandum and Articles of Association in its Entirety and Substituting with a New Constitution of the Company**

The proposed Special Resolution, if passed, will bring the Company's new Constitution in line with the enforcement of the Companies Act 2016 and to enhance administrative efficiency. The proposed new Constitution is set out in Part C of the Circular to Shareholders dated 24 July 2017 accompanying the Company's Annual Report 2017. The enforcement date of the new Company's Constitution shall be 1 November 2017.