

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting (“21st AGM”) of Matrix Concepts Holdings Berhad (“MCHB” or “the Company”) will be held at Halia Room, d’Tempat Country Club, PT 12653, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan Darul Khusus, Malaysia on Thursday, 16 August 2018 at 10.30 a.m. for the transaction of the following business:

AGENDA

AS ORDINARY BUSINESS

1. TO RECEIVE the audited financial statements for the financial year ended 31 March 2018 and the Directors’ and Auditors’ reports thereon.
2. TO APPROVE the following payments to Directors:-
 - a) Directors’ Fees of RM354,000 for the financial year ended 31 March 2018 (2017: RM349,000). **Ordinary Resolution 1**
 - b) Directors’ Benefits of up to RM430,000 from the date of this 21st AGM until the next Annual General Meeting (“AGM”) of the Company to be held in the year 2019. **Ordinary Resolution 2**
3. TO RE-ELECT the following Directors retiring in accordance with Clause 103 of the Company’s Constitution:-
 - a) Dato’ Haji Mohamad Haslah Bin Mohamad Amin **Ordinary Resolution 3**
 - b) Dato’ Hon Choon Kim **Ordinary Resolution 4**
 - c) Dato’ Hajah Kalsom Binti Khalid **Ordinary Resolution 5**
4. TO RE-APPOINT Messrs. Crowe Malaysia (formerly known as Crowe Horwath) (Firm No. AF 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

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

5. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 7**

“**THAT**, subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered pursuant to Sections 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 total number of issued shares 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 AGM of the Company.”

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

Ordinary Resolution 8

“THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 16 August 2017 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 the Circular to Shareholders dated 18 July 2018, 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:-

- (i) the conclusion of the next AGM of the Company following the 21st 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;
- (ii) 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
- (iii) 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.”

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

By Order Of The Board

LOO KAH BOON (MAICSA 0784630)
Group Company Secretary
18 July 2018
Negeri Sembilan

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Notes:-

- (i) 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 21st 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.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (iii) 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.
- (iv) 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.
- (v) In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 August 2018 shall be entitled to attend, speak and vote at the 21st AGM.
- (vi) All the resolutions as set out in the notice of 21st AGM will be put to vote by poll.

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

Ordinary Business:-

1. 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 item is not a business which requires a resolution to be put to vote by shareholders.

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

The Company is seeking shareholders' approval pursuant to Section 230(1) of the Companies Act 2016 for the payment of the Directors' benefits incurred or to be incurred from the date of the 21st AGM until the next annual general meeting of the Company to be held in the year 2019.

The Directors' benefits payable to the Directors comprise meeting allowances, club memberships and leave passages. If the Proposed Resolution 2 is passed at the 21st 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.

3. Item 4 of the Agenda - Reappointment of Auditors

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

Special Business:-

4. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the total number of issued shares 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 Twentieth Annual General Meeting held on 16 August 2017 and unless revoked or varied at a general meeting, shall expire at the Twenty-Second Annual General Meeting 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 total number of issued shares of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the 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 total number of issued shares of the Company for the time being, for such purpose.

5. Recurrent Related Party Transactions

The proposed Ordinary Resolution 8 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 Circular to Shareholders dated 18 July 2018 accompanying the Company's Annual Report 2018.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF
BURSA MALAYSIA SECURITIES BERHAD)

1. Directors who are standing for re-election at the 21st AGM of Matrix Concepts Holdings Berhad are as follows:-
 - a) Dato' Haji Mohamad Haslah Bin Mohamad Amin
 - b) Dato' Hon Choon Kim
 - c) Dato' Hajah Kalsom Binti Khalid
2. The profiles of the Directors who are standing for re-election are set out on page 97, 103 and and 104 of this Annual Report.
3. The information relating to the shareholdings of the above Directors in the Company and its related corporation are set out on page 230 of this Annual Report.
4. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The shareholders had at the Twentieth Annual General Meeting held on 16 August 2017, granted the authority to the Directors of the Company for the issuance of shares up to 10% of the total number of issued shares of the Company and such authority shall expire at the conclusion of the 21st AGM. The Board of Directors intends to seek a renewal of the said authority.

During the validity period of the said authority up to date of the Notice of 21st AGM, there was no issuance of new shares by the Board of Directors of the Company. Details of the said authority are further explained in the Explanatory Notes attached with the Notice of 21st AGM on page 237 of this Annual Report.