



馬譽環球集團

MAYU

GLOBAL GROUP BERHAD

Registration No.: 198101012950 (79082-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third (43rd) Annual General Meeting ("43rd AGM and/or "AGM") of the Company will be held at The Light Hotel, Lebuh Tenggara 2, 13700 Seberang Jaya, Pulau Pinang on **Thursday, 19 December 2024 at 11.30 a.m.**

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the year ended 30 June 2024, together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees of RM277,500 for Non-Executive Director per annum in respect of the financial year ended 30 June 2024.
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM130,000 from the 43rd AGM until the next AGM of the Company.
- To re-elect the following Directors retiring by rotation in accordance with the Company's Constitution:
 - Mr. Tan Kim Hee
 - Ms. Loh Yee Sing
 - Mr. Ravi Chandran A/L Subash Chandran
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

- To consider and, if thought fit, pass the following Resolutions:

6.1 Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act"), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, read together with Article 3.3 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER 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."

6.2 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"That, subject to the Companies Act, 2016 ("Act"), the provisions of the Company's Constitution, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share Buy-Back") provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of the retained profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy-Back. The retained profit of the Company based on its audited financial statements as at 30 June 2024 is RM9,734,847.
- upon completion of the purchase by the Company its own ordinary shares, the Directors of the Company be and are hereby authorized to deal with the ordinary shares purchased in their absolute discretion in the following manners:
 - cancel all the ordinary shares so purchased; and/or
 - retain the ordinary shares so purchased as treasury shares; and/or
 - retain part thereof as treasury shares and cancel the remainder;
 - in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

And that any authority conferred by this resolution may only continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Act, the provisions of the Constitution of the Company and the Main LR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN that only members whose names appear on the Record of Depositors as at 11 December 2024 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

Chan May Yoke
(SSM PC No. 202008002012)
(MAICSA 7019010)

Chartered Secretary

Ipoh, Perak Darul Ridzuan, Malaysia
30 October 2024

NOTES:

1. Proxy

A member (other than an exempt authorized nominee) entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.

Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to bsr.helpdesk@boardroomlimited.com before the Form of Proxy lodgement cut-off time as mentioned above.

Alternatively, the form of proxy can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your form of proxy electronically, also forty-eight (48) hours before the meeting.

For verification purposes, members and proxies are required to produce their original identity cards at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.

Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agrees and consents that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

2. Audited Financial Statements For The Financial Year Ended 30 June 2024

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

3. Directors' Fees and Benefits

Section 230(1) of the Companies Act, 2016 provides amongst others, that "fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate resolutions as follows:

Resolution 1: Payment of Directors' fees in respect of the financial year ended 30 June 2024

Resolution 2: Payment of Directors' benefits from the 43rd AGM until the next AGM of the Company

Summary of the Payment of Directors' Fees and Directors' Benefits to Directors from the 43rd AGM until the next AGM in year 2025:

Description	Non-Executive Chairman	Non-Executive Directors / Members
Directors' Fee	RM216,000 per annum	RM18,000 per annum
Description	Non-Executive Directors / Members	
Meeting Allowance for Directors' Meeting	RM1,000 per meeting	
Meeting Allowance for Board Committees	RM1,000 per meeting	

Notes:

- The Executive Director of the Company shall not be entitled to any Director's Fees or any allowances in the Company and its subsidiaries.
- The Directors' benefits payable to the Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, etc.

4. Re-election of Directors

The following Directors who retire are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM:

- Mr. Tan Kim Hee
- Ms. Loh Yee Sing
- Mr. Ravi Chandran A/L Subash Chandran

The Board has via the Nomination and Remuneration Committee had conducted an assessment on their effectiveness and contributions of the said retiring Directors including their skills, experience, competency and strength in qualities and time commitment in accordance with the Fit and Proper Policy, has recommended for them to be re-elected to the Board. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2024.

5. Re-appointment of External Auditor ("EA")

The Audit Committee ("AC") had on 29 August 2024 deliberated the outcome of the annual assessment of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, particularly in the financial services sector, their audit work approach, and their ability to provide value-added advice and services, as well as to perform the work within MAYU Group's timeline by completing an assessment questionnaire.

The AC in its assessment found Messrs Grant Thornton Malaysia PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance and resources in terms of their audit team provided to the Group.

The Board, therefore, approved the AC's recommendation that the re-appointment of Messrs Grant Thornton Malaysia PLT as External Auditors of the Company for the financial year ending 30 June 2025 be put forward for shareholders' approval at the AGM.

6. Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Resolution 7, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate sought for allotment and issue of shares is a renewal of the general mandate sought in the preceding year. As at the date of Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 42nd AGM held on 15 December 2023 and hence no proceeds were raised therefrom. The general mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

7. Proposed Renewal of Share Buy-Back Authority

The proposed Resolution 8, if passed, will empower the Directors to purchase the Company's own shares through Bursa Malaysia Securities Berhad up to 10% of the issued shares of the Company. This authority will expire at the next AGM of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.

Further information on the above Ordinary Resolution is set out in the Statement to Shareholders of the Company, which is sent out together with the Company's 2024 Annual Report.

Annual Report 2024 and Corporate Governance Report 2024

The Annual Report 2024 and Corporate Governance Report 2024 may be downloaded at www.mayuglobal.com

ORDINARY
RESOLUTION
(Please refer
to Note 2)

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