



MULPHA

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
INCORPORATED IN MALAYSIA

30 June 2020

Dear Shareholders of Mulpha International Bhd. ("**Mulpha**"),

46TH ANNUAL GENERAL MEETING ("AGM")

We are pleased to invite you to participate in the AGM of Mulpha, which will be conducted **fully virtual** from the broadcast venue, details as set out below:

Day and Date : Thursday, 30 July 2020
Time : 2.30 p.m.
Broadcast Venue : Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah,
Johor Darul Takzim, Malaysia

We enclose herewith the following documents for your kind attention:

1. Notice of AGM
2. Administrative Guide for the AGM
3. Proxy Form
4. Request Form (for printed copy of Annual Report 2019 and/or Share Buy-Back Statement)

In our efforts of going green and in preserving the environment, the following documents are available to be downloaded from Mulpha's corporate website at www.mulpha.com.my:

1. Annual Report 2019
2. Share Buy-Back Statement
3. Corporate Governance Report 2019
4. Notice of AGM, Administrative Guide, Proxy Form and Request Form

If you wish to receive a printed copy of the Annual Report 2019 and/or Share Buy-Back Statement, kindly complete the Request Form enclosed herewith.

We thank you for your continued support to Mulpha. If you need any assistance, kindly contact our Company Secretary during office hours at tel no: +603-7718 6288.

Yours faithfully,
For and on behalf of Mulpha International Bhd.

LEE SENG HUANG
Non-Independent Executive Chairman

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting (“**AGM**”) of Mulpha International Bhd (“**the Company**”) will be conducted fully virtual from the broadcast venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia (“**Broadcast Venue**”) on Thursday, 30 July 2020 at 2.30 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Explanatory Note 1)*
2. To re-elect Mr Loong Caesar who retires by rotation pursuant to Clause 106 of the Company’s Constitution and being eligible, has offered himself for re-election. *(Ordinary Resolution 1)*
3. To re-elect Mr Geoffrey Earl Grady who retires pursuant to Clause 89 of the Company’s Constitution and being eligible, has offered himself for re-election. *(Ordinary Resolution 2)*
4. To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of the Company for the period from 31 July 2020 until the conclusion of the next AGM of the Company to be held in 2021. *(Ordinary Resolution 3)*
5. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year 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 Resolutions:-

6. **ORDINARY RESOLUTION:**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT subject always to the Companies Act 2016 (“**the Act**”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Company’s Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act:

- (a) to issue and allot new shares in the Company; and/or
- (b) to grant rights to subscribe for shares in the Company; and/or
- (c) to convert any security into shares in the Company; and/or
- (d) to allot shares under an agreement or option or offer,

at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and THAT the Directors be further authorised to do all such acts and things including executing all relevant documents as they may consider expedient or necessary to complete and give full effect to the abovesaid mandate.”

(Ordinary Resolution 5)

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

7. ORDINARY RESOLUTION:

Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan

"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders at the Extraordinary General Meeting held on 27 June 2011 and renewed at the AGM held on 12 June 2019, the Directors be and are hereby authorised to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company.

THAT the Directors and the Secretary be and are hereby authorised to do all such acts and enter into all such transactions, agreements, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or at the discretion of the Directors in the best interest of the Company."

(Ordinary Resolution 6)

8. ORDINARY RESOLUTION:

Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

"THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such number 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 interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- (i) the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

(Ordinary Resolution 7)

**9. ORDINARY RESOLUTION:
Continuing in Office as Independent Non-Executive Director**

“THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to Mr Loong Caesar, who will be serving as an Independent Non-Executive Director of the Company for a cumulative term of 9 years, to continue to serve as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2017.”

(Ordinary Resolution 8)

**10. ORDINARY RESOLUTION:
Continuing in Office as Independent Non-Executive Director**

“THAT approval be and is hereby given to Mr Chew Hoy Ping, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, to continue to serve as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2017.”

(Ordinary Resolution 9)

By Order of the Board

LEE ENG LEONG (MIA 7313) (SSM PC No. 201908003732)
LEE SUAN CHOO (MAICSA 7017562) (SSM PC No. 202008003634)
Company Secretaries

Johor Darul Takzim
30 June 2020

NOTES:

1. The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities (“**RPV**”) which are available on Boardroom Smart Investor Portal at <https://www.boardroomlimited.my>. Please follow the procedures as set out in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
3. A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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 refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
6. Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

7. 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 such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **22 July 2020** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of AGM shall be put to vote by way of poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM 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.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2019

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

2. Ordinary Resolution 1 – Re-Election of Retiring Director pursuant to Clause 106 of the Company's Constitution

Pursuant to Clause 106 of the Company's Constitution, one-third or the number nearest to one-third of the Directors of the Company shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

Mr Loong Caesar is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM.

The Nomination Committee ("**NC**") has assessed the performance and contribution of Mr Loong Caesar and recommended him for re-election as Director of the Company. His profile is set out in the Profile of Board of Directors section of this Annual Report. The Board has endorsed the NC's recommendation subject to the shareholders' approval at this AGM.

3. Ordinary Resolution 2 – Re-Election of Retiring Director pursuant to Clause 89 of the Company's Constitution

Pursuant to Clause 89 of the Company's Constitution, any Director who is newly appointed shall hold office only until the next AGM and shall then be eligible for re-election but he shall not be taken into account in determining the number of Directors who are to retire by rotation at the AGM.

Mr Geoffrey Earl Grady who was appointed as Independent Non-Executive Director of the Company on 1 April 2020, is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM.

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

The appointment of Mr Geoffrey Earl Grady was duly considered by the NC taking into account his background, qualification, experience, competency, integrity and time commitment. Upon the recommendation of the NC, the Board approved the said appointment. His profile is set out in the Profile of Board of Directors section of this Annual Report.

4. Ordinary Resolution 3 – Payment of Directors' Fees and Benefits

Section 230(1) of the Act provides amongst others, that the fees and benefits ("**Remuneration**") payable to the Directors of a listed company shall be approved by the shareholders at a general meeting. The Remuneration payable to the Non-Executive Directors of the Company comprises Directors' fees, fixed allowance and meeting attendance allowance.

In March 2020, a review of the Remuneration for Non-Executive Directors was carried out to ensure the Remuneration is comparable with the prevalent market by benchmarking against the remuneration framework of comparable public listed companies. The roles of Directors are becoming more demanding given the heightened responsibilities and accountabilities required of them under the stricter requirements of the Act, Main Market Listing Requirements of Bursa Securities, Capital Markets & Services Act 2007, Malaysian Code on Corporate Governance 2017 and Malaysian Anti-Corruption Commission (Amendment) Act 2018. In order for the Non-Executive Directors to play a more constructive and forward-looking role, they are required to commit more time and to have a better understanding of the business operations of the Group.

In view of the above, it is recommended that the Remuneration payable to the Non-Executive Directors be revised as set out in the table below:

	Existing Fees/ Allowances	Proposed Fees/ Allowances
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Directors' Fees (<i>payable on monthly basis</i>):		
• For Chairman of Audit and Risk Management Committee (" ARMC ")	RM90,000 per annum	RM100,000 per annum
• For other Non-Executive Directors	RM70,000 per annum	RM90,000 per annum
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Fixed Allowance (<i>payable on quarterly basis</i>):		
• For Chairman of ARMC	RM45,000 per annum	RM50,000 per annum
• Chairman of NC and Remuneration Committee	RM6,000 per annum	RM15,000 per annum
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Meeting Allowance for attendance of Board and Board Committee Meetings (<i>payable after each meeting</i>)	RM2,000 per meeting	RM3,000 per meeting

The recommendation for the revised Remuneration payable to the Non-Executive Directors is to commensurate with their duties, responsibilities, commitment and contribution with reference to their statutory duties, the complexity of the Group's businesses and the increased expectations from various stakeholders. The fixed allowances were given to the Chairmen of Board Committees in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities as a Committee Chair.

This Resolution is to seek shareholders' approval for payment of the Remuneration to the Non-Executive Directors for the period from 31 July 2020 until the conclusion of the next AGM of the Company to be held in 2021.

5. Ordinary Resolution 4 – Re-Appointment of Auditors

The ARMC has considered the re-appointment of Messrs KPMG PLT as Auditors of the Company based on the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities. Both the ARMC and the Board have recommended the re-appointment of Messrs KPMG PLT as Auditors of the Company.

6. Ordinary Resolution 5 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

Pursuant to the letter dated 16 April 2020 issued by Bursa Securities, listed issuers are allowed to seek a higher limit of general mandate to issue shares of not more than 20% of the total number of issued shares (excluding treasury shares) ("**20% General Mandate**") to facilitate capital raising in a timely and cost effective manner during this challenging time due to the COVID-19 pandemic. The 20% General Mandate may be utilised by listed issuers to issue shares until 31 December 2021 and thereafter the 10% limit will be reinstated.

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

Having considered the current economic climate and future financial needs of the Group to ensure the long-term sustainability and interest of the Company and its shareholders, the Board would like to seek approval for the 20% General Mandate from its shareholders at the AGM.

The Board is of the view that the 20% General Mandate would be in the best interest of the Company and its shareholders as the 20% General Mandate would allow the Company to raise funds efficiently and expeditiously to meet its funding requirements, should the Company be required to do so. It will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding current and future investment(s), project(s), acquisition(s) and/or working capital. The 20% General Mandate is sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of shares.

This Resolution is to empower the Directors to issue and allot shares in the Company provided that the aggregate number of shares issued does not exceed 20% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) at any time at such price, upon such terms and conditions, for such purposes and to such person(s) as they consider would be in the interest of the Company. This authority, unless revoked or varied by the shareholders at a general meeting, will expire at the conclusion of the next AGM of the Company.

7. Ordinary Resolution 6 – Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan

This Resolution is to give authority to the Directors to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company. A renewal of this authority will be sought at the subsequent AGM.

8. Ordinary Resolution 7 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-back Statement dated 30 June 2020.

9. Ordinary Resolution 8 – Continuing in Office as Independent Non-Executive Director

This Resolution is to seek the shareholders' approval to retain Mr Loong Caesar ("**Mr Loong**") as an Independent Non-Executive Director of the Company. Mr Loong will be holding the position as an Independent Non-Executive Director for 9 years on 13 July 2020.

The Board has via the NC, assessed the independence of Mr Loong and recommended him to continue to serve as an Independent Non-Executive Director based on the following justifications:-

- (a) Mr Loong fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Securities and thus, he would be able to function as a check and balance to the Board.
- (b) Mr Loong performed his duties diligently and in the best interest of the Company, and brings an element of objectivity and independent judgement to the Board without being subject to influence of the Management.
- (c) Based on the Director's Peer Evaluation undertaken by the Board, Mr Loong has performed satisfactorily in fulfilling his duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director.
- (d) Mr Loong has extensive experience garnered from his professional experience in legal advisory for a diverse range of businesses and therefore would be able to offer constructive comments and objective review of proposals. Throughout his tenure of service, he has acted in the best interest of the Company and has continued to exercise independent judgement and due care.
- (e) Mr Loong's length of service with the Company enhanced his knowledge and developed valuable insights of the business operations of the Group, which enabled him to participate actively and contribute effectively during deliberations at Board and Board Committee meetings.

NOTICE OF 46TH ANNUAL GENERAL MEETING (cont'd)

10. Ordinary Resolution 9 – Continuing in Office as Independent Non-Executive Director

This Resolution is to seek the shareholders' approval to retain Mr Chew Hoy Ping ("**Mr Chew**"), who has served on the Board for a cumulative term of more than 12 years, as an Independent Non-Executive Director of the Company.

The Board has via the NC, assessed the independence of Mr Chew and recommended him to continue to serve as an Independent Non-Executive Director based on the following justifications:-

- (a) Mr Chew fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Securities and thus, he would be able to function as a check and balance to the Board.
- (b) Mr Chew performed his duties diligently and in the best interest of the Company, and brings an element of objectivity and independent judgement to the Board without being subject to influence of the Management. He consistently challenges Management in an effective and constructive manner, and continues to advocate professional views without fear or favour.
- (c) Based on the Director's Peer Evaluation undertaken by the Board, Mr Chew has performed satisfactorily in fulfilling his duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director. He has devoted time and commitment, and continued to exercise his independence and due care in discharging his duties and responsibilities as an Independent Non-Executive Director.
- (d) Mr Chew, who is Chairman of the ARMC, has vast experience in the accounting and audit industry, which enabled him to provide constructive advice, expertise and independent judgement.
- (e) Mr Chew's length of service with the Company enhanced his knowledge and developed valuable insights of the business operations of the Group, which enabled him to participate actively and contribute effectively during deliberations at Board and Board Committee meetings.

Pursuant to the Malaysian Code on Corporate Governance 2017, the Company will seek shareholders' approval through a two-tier voting process at the AGM for the retention of Mr Chew as an Independent Non-Executive Director of the Company.

STATEMENT ACCOMPANYING NOTICE OF 46TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

1. Details of persons who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking for election as a Director at the 46th AGM of the Company.

2. A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities

The proposed Ordinary Resolution 5 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the said mandate granted to the Directors at the last AGM held on 12 June 2019, to issue shares of up to 10% of the total number of issued shares of the Company.

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING

Day and Date	: Thursday, 30 July 2020
Time	: 2.30 p.m.
Broadcast Venue	: Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Virtual Meeting Platform	: https://web.lumiagm.com

A. FULLY VIRTUAL 46TH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”)

1. In support of the Government of Malaysia’s ongoing efforts to contain the spread of the Coronavirus (COVID-19) and the Government’s advice of social distancing and not having mass gatherings, Mulpha International Bhd. (“**the Company**”) would like to leverage on technology advancement by conducting the AGM of the Company on a **fully virtual basis through electronic live streaming and online remote voting**.
2. The main and only venue of the virtual AGM as indicated above is strictly to serve as the Broadcast Venue where the Chairperson of the Meeting is physically present and no shareholders or proxies shall be physically present at the Broadcast Venue. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the virtual AGM shall be in Malaysia and the Chairperson must be present at the Broadcast Venue of the AGM. The electronic means of conducting the AGM on a fully virtual basis will facilitate and enable all shareholders to participate fully in the Meeting proceedings without the need to be physically present at the Broadcast Venue, which is advantageous given the current circumstances relating to COVID-19 and best health practices.
3. The Company will be using its Share Registrar, Boardroom Share Registrars Sdn Bhd’s (“**Boardroom**”) Lumi AGM solution which is available on the designated link at <https://web.lumiagm.com> or you may download the free **Lumi AGM** app from the Apple App Store or Google Play Store.
4. Shareholders are reminded to kindly check our website at <https://www.mulpha.com.my> for the latest announcements or updates, if any, regarding the administration of the AGM.

B. GENERAL MEETING RECORD OF DEPOSITORS

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **22 July 2020** shall be entitled to virtually attend, participate, pose questions via text and vote at the AGM or appoint a proxy(ies) on his/her behalf.

C. REMOTE PARTICIPATION AND ELECTRONIC VOTING (RPV)

1. Shareholders are encouraged to go online, participate and vote at the AGM via remote participation and electronic voting. **Please follow the steps listed in Note E below on how to request for login ID and password.**
2. Please note that the remote participation and electronic voting are available to:
 - (i) Individual Members;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

D. APPOINTMENT OF PROXY

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
2. The Proxy Form must be deposited at the office of Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

ADMINISTRATIVE GUIDE (cont'd) FOR 46TH ANNUAL GENERAL MEETING

- Kindly follow the steps below to register online with Boardroom Smart Investor Online Portal and to lodge the Proxy Form electronically.

Step 1 – Register Online with Boardroom Smart Investor Online Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 and submit request for Remote Participation user ID and password.]

- Access website at <https://www.boardroomlimited.my>.
- Click <<Login>> and click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or Passport.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – eProxy Lodgement

- Login to <https://www.boardroomlimited.my> using your user ID and password above.
- Go to "E-PROXY LODGEMENT" and browse the Meeting List for "**MULPHA INTERNATIONAL BHD FORTY-SIXTH (46TH) VIRTUAL ANNUAL GENERAL MEETING**" and click "APPLY".
- Read the Terms & Conditions and confirm the Declaration.
- Enter the CDS Account number and the total number of securities held.
- Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars for your proxy(ies).
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.
- Review and confirm your proxy(ies) appointment.
- Click submit.
- Download or print the eProxy Form acknowledgement.

- If you wish to participate in the AGM yourself, please do not submit any Proxy Form for the AGM. **You will not be allowed to participate in the AGM together with the proxy(ies) appointed by you.**
- If you have submitted your Proxy Form prior to the AGM and subsequently decide to participate in the AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) 48 hours before the commencement of the AGM. Your proxy(ies) on revocation would not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

E. STEPS FOR REGISTRATION FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING

- You will be able to view a live webcast of the Meeting proceedings, pose questions and submit your votes in real-time whilst the Meeting is in progress.
- For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad on 22 July 2020, kindly follow the steps below on how to request for a login ID and password to participate in the AGM.

Step 1 – Register Online with Boardroom Smart Investor Online Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 and submit request for Remote Participation user ID and password.]

- Access website at <https://www.boardroomlimited.my>.
- Click <<Login>> and click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or Passport.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 30 June 2020 (i.e. date of Notice of AGM).]

For Individual Members

- Login to <https://www.boardroomlimited.my> using your user ID and password above.
- Select "HYBRID/VIRTUAL MEETING" from main menu and select the correct Corporate Event – "**MULPHA INTERNATIONAL BHD FORTY-SIXTH (46TH) VIRTUAL ANNUAL GENERAL MEETING**".
- Read and agree to the Terms & Conditions.
- Enter your CDS Account number and thereafter submit your request.

ADMINISTRATIVE GUIDE (cont'd)

FOR 46TH ANNUAL GENERAL MEETING

For Corporate Shareholders

- Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member and CDS Account number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.
- Please provide a softcopy of the Corporate Representative's MyKad/Identification Card (front and back) or Passport as well as his/her email address.

For Authorised Nominees and Exempt Authorised Nominees

- Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member and CDS Account number accompanied with the Proxy Form to submit the request.
- Please provide a softcopy of the Proxy Holder's MyKad/Identification Card (front and back) or Passport as well as his/her email address.

Thereafter:

- a. You will receive notification from Boardroom that your request has been received and is being verified.
- b. Upon system verification against the General Meeting Record of Depositories as at 22 July 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.
- d. **Please note that the closing time to submit your request is at 2.30 p.m. on 28 July 2020 (48 hours before the commencement of the AGM).**

Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting Portal will be opened for login one (1) hour before the commencement of the AGM at **1.30 p.m. on 30 July 2020.**
- b. Follow the steps provided in the email from Boardroom along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2(c) above).
- c. The steps will also guide you on how to view the live webcast, pose questions and vote.
- d. The live webcast will end and the Messaging window will be disabled once the Chairman announces the closure of the AGM.
- e. You can then logout from the Virtual Meeting Portal.

F. PROCEDURE OF THE AGM

1. The Login User Guide for participation, posing questions and voting at the AGM will be emailed to you together with your remote access user ID and password once your registration has been approved.
2. No recording or photography of the Meeting proceedings is allowed.
3. You must ensure that you are connected to the internet at all times in order to participate and vote when the AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained.

G. PARTICIPATION THROUGH LIVE WEBCAST AND QUESTIONS AT THE AGM

1. You will be able to view the Company's presentation or slides via the live webcast.
2. The Chairman and the Board of Directors will endeavour to respond to the questions submitted via the Messaging window which are related to the resolutions to be tabled at the AGM, as well as the financial performance/prospects of the Company, to the extent where time permits.

[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]

- i) If you would like to view the live webcast, select the "Broadcast" icon.
- ii) If you would like to ask a question during the Meeting, select the "Messaging" icon.
- iii) To submit a question, type your question within the chat box at the bottom of the messaging screen and click on the ">" arrow button to submit. To return to the main screen, click on the "i" icon.

ADMINISTRATIVE GUIDE (cont'd)

FOR 46TH ANNUAL GENERAL MEETING

H. VOTING PROCEDURE AT THE AGM

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (“**e-Voting**”). The Company has also appointed Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
3. For the purposes of the AGM, e-Voting will be carried out via personal smart mobile phones, tablets, personal computers or laptops.
4. There are 3 methods for shareholders and proxies who wish to use their personal voting device to vote remotely. The methods are:
 - Download the free **Lumi AGM** app from Apple App Store or Google Play Store prior to the AGM; OR
 - Use the QR Scanner Code provided to you in the email received after successful registration; OR
 - Go to the website with URL <https://web.lumiagm.com>.
5. You may proceed to cast your votes on each of the proposed resolutions to be tabled at the AGM as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.
 - To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
 - To change your vote, simply select another voting direction.
 - If you wish to cancel your vote, please press “Cancel”.
7. The Scrutineers will verify the poll results upon the closure of the poll by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.

I. VOUCHERS/DOOR GIFT

1. There will be NO vouchers or door gift for shareholders/proxies who participate in the AGM.

J. ENQUIRY

1. If you have any enquiries on online registration and proxy lodgement, or if you wish to request for technical assistance to participate in the Virtual AGM, please contact Boardroom during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn Bhd
Tel No : +603-7890 4700 (Helpdesk)
Fax No : +603-7890 4670
Email : BSR.Helpdesk@boardroomlimited.com

2. If you have any general enquiries on the AGM, please email your queries to abby.beh@mulpha.com.my prior to the AGM.

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
INCORPORATED IN MALAYSIA

No. of Shares held

CDS Account No.

PROXY FORM

I/We _____ NRIC No./Company No. _____

Tel No. _____ of _____

_____ being a member of the Company, hereby appoint

_____ NRIC No. _____

of _____

and/or _____ NRIC No. _____

of _____

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the 46th Annual General Meeting (“AGM”) of the Company to be conducted fully virtual from the Broadcast Venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia on **Thursday, 30 July 2020 at 2.30 p.m.** and at any adjournment thereof.

Please indicate with ‘X’ in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

ORDINARY RESOLUTIONS		FOR	AGAINST
Resolution 1	Re-election of Mr Loong Caesar		
Resolution 2	Re-election of Mr Geoffrey Earl Grady		
Resolution 3	Payment of Directors’ fees and benefits		
Resolution 4	Re-appointment of KPMG PLT as Auditors		
Resolution 5	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 6	Proposed renewal of authority to issue and allot shares pursuant to the Company’s Dividend Reinvestment Plan		
Resolution 7	Proposed renewal of authority for the purchase by the Company of its own shares		
Resolution 8	Continuing in office as Independent Non-Executive Director – Mr Loong Caesar		
Resolution 9	Continuing in office as Independent Non-Executive Director – Mr Chew Hoy Ping		

Dated this _____ day of _____ 2020

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1 st Proxy		%
2 nd Proxy		%
Total:		100%

Common Seal
(for Corporate
Members)

Signature of Member

NOTES:

- The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities (“RPV”) which are available on Boardroom Smart Investor Portal at <https://www.boardroomlimited.my>. Please follow the procedures as set out in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV.
- 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. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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 refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
- 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 such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **22 July 2020** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of AGM dated 30 June 2020.



FOLD THIS FLAP TO SEAL

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**AFFIX
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HERE**

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)

c/o Boardroom Share Registrars Sdn Bhd

Registration No. 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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MULPHA

MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
INCORPORATED IN MALAYSIA

REQUEST FORM

for Annual Report 2019 and/or Share Buy-Back Statement dated 30 June 2020

Dear Shareholder,

Please complete your particulars below and return this Request Form to us through post or fax to **(603) 7718 6363** should you wish to receive a printed copy of the Annual Report 2019 and/or Share Buy-Back Statement. You may also contact Ms Abby Beh at **(603) 7718 6252** or e-mail your request to **abby.beh@mulpha.com.my**.

The printed copy of the Annual Report 2019 and/or Share Buy-Back Statement will be posted to you within 4 market days from the date of receipt of your verbal or written request.

You may also view the Annual Report 2019 and Share Buy-Back Statement from our website at **www.mulpha.com.my** or scan the QR Code below to download the said documents.

Please tick (✓) to indicate the document(s) you wish to receive:

Annual Report 2019

Share Buy-Back Statement dated 30 June 2020

Full Name:

NRIC / Passport / Company No:

CDS Account No:

Mailing Address:

.....

.....

Tel / Mobile No:

.....
Signature of Shareholder

1. Download the "QR Code Reader" on Apple App Store or Google Play Store.
2. Run the QR Code Reader app and point your camera to the QR Code.
3. Get access to our online version of:



Annual Report 2019



Share Buy-Back Statement



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**AFFIX
STAMP
HERE**

The Company Secretary
MULPHA INTERNATIONAL BHD.
Registration No. 197401002704 (19764-T)
PH2, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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