

## NOTICE OF FULLY VIRTUAL FORTY-THIRD ANNUAL GENERAL MEETING (“43<sup>rd</sup> AGM”) OF M K LAND HOLDINGS BERHAD

**NOTICE IS HEREBY GIVEN** that the Forty-Third Annual General Meeting (“43<sup>rd</sup> AGM”) of the Company will be held fully virtual through the online meeting platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number - MYNIC:D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd, Malaysia on Thursday, 8 December 2022 at 10.30 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, have offered themselves for re-election.  
(a) Mr Lau Shu Chuan  
(b) Pn Hjh Juliana Heather binti Ismail **RESOLUTION 1**  
**RESOLUTION 2**
3. To re-elect Mr Teh Heng Poh who is retiring pursuant to Clause 97 of the Constitution of the Company and being eligible, has offered himself for re-election. **RESOLUTION 3**  
(Please refer to Explanatory Note 2)
4. To approve the payment of Director’s fees of Pn Hjh Juliana Heather binti Ismail amounting to RM9,000 per month for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023. **RESOLUTION 4**  
(Please refer to Explanatory Note 3)
5. To approve the payment of Director’s fees of Dato’ Tan Choon Hwa @ Esther Tan Choon Hwa amounting to RM8,500 per month for the period from 31 August 2022 until the next Annual General Meeting of the Company to be held in 2023. **RESOLUTION 5**  
(Please refer to Explanatory Note 3)
6. To approve the payment of Director’s fees of Mr Yeong Weng Cheong amounting to RM7,000 per month for the period from 9 December 2022 until the next Annual General Meeting of the Company to be held in 2023. **RESOLUTION 6**  
(Please refer to Explanatory Note 3)
7. To approve the payment of Director’s fees of Mr Teh Heng Poh amounting to RM7,000 per month for the period from 1 March 2022 until the next Annual General Meeting of the Company to be held in 2023. **RESOLUTION 7**  
(Please refer to Explanatory Note 3)
8. To approve the payment of Directors’ benefits up to RM250,000 for the period from 9 December 2022 until the next Annual General Meeting of the Company to be held in 2023. **RESOLUTION 8**  
(Please refer to Explanatory Note 3)
9. To re-appoint BDO PLT, the retiring auditors for the financial year ending 30 June 2023 and to authorise the Board of Directors to fix the remuneration of auditors. **RESOLUTION 9**  
(Please refer to Explanatory Note 4)

## **SPECIAL BUSINESS**

To consider and if thought fit, with or without any modification(s), to pass the following resolutions:

### **ORDINARY RESOLUTION**

#### **PROPOSED CONTINUATION IN OFFICE OF PN HJH JULIANA HEATHER BINTI ISMAIL AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

10. "THAT authority be and is hereby given to Pn Hjh Juliana Heather binti Ismail who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as a Senior Independent Non-Executive Director of the Company up to 31 May 2023."
- RESOLUTION 10**  
(Please refer to Explanatory Note 5)

### **SPECIAL RESOLUTION**

#### **WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016**

11. "THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 ("the Act"), read together with Clause 57(1) of the Constitution of the Company. THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act."
- SPECIAL RESOLUTION**  
(Please refer to Explanatory Note 6)

### **ORDINARY RESOLUTION**

#### **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

12. "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby empowered to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate")."
- RESOLUTION 11**  
(Please refer to Explanatory Note 7)

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;

- (b) the expiration of the period within which the next Annual General Meeting is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

13. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

By Order of the Board

**YEAP KOK LEONG**  
**(SSM PC No.: 202008001750)**  
**(MAICSA 0862549)**  
Company Secretary

28 October 2022

**Notes:**

1. IMPORTANT NOTICE

The revised Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia (“the Revised Guidance Note and FAQs”) states that listed issuers are encouraged to continue leveraging technology to conduct their general meeting beyond movement control order.

According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

Shareholders are to attend, speak (including posing questions to the Board in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 43<sup>rd</sup> AGM of the Company using the Remote Participation and Voting (“RPV”) facilities, provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>.

Please refer to the Procedures for registration/RPV in the Administrative Guide for the 43<sup>rd</sup> AGM in order to participate remotely via RPV.

2. For the purpose of determining a member who shall be entitled to attend and vote at the 43<sup>rd</sup> AGM, the Company shall be requesting the Record of Depositors as at 30 November 2022. Only a depositor whose name appears on the Record of Depositors as at 30 November 2022 shall be entitled to participate in this AGM via RPV.
3. A member entitled to participate in this AGM via RPV is entitled to appoint not more than two proxies to participate in his stead. A proxy may but need not be a member of the Company and a proxy appointed to participate in this AGM via RPV shall have the same rights as the member to speak at a meeting.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy but not more than two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
6. Where a member or the authorised nominee or an exempt authorised nominee appoints two or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
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 the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
8. If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney duly authorised and accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Proxy Form.
9. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be deposited at the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, not less than forty-eight (48) hours before the time appointed for holding the 43<sup>rd</sup> AGM, i.e. by 10.30 a.m. on **Tuesday, 6 December 2022** or adjourned 43<sup>rd</sup> AGM at which the person named in the appointment proposes to vote:
  - (a) In Hard Copy Form

In the case of an appointment made in hard copy form, 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 that power or authority, shall be deposited at the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (b) By Tricor Online System (TIIH Online)

In the case of an appointment made via email mean, the proxy form can be electronically submitted to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online (applicable to individual shareholders only). The website to access TIIH Online is <https://tiih.online> (Kindly refer to the Administrative Guide for the 43<sup>rd</sup> AGM).
10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan

Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 43<sup>rd</sup> AGM, i.e. by 10.30 a.m. on **Tuesday, 6 December 2022** or adjourned 43<sup>rd</sup> AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

12. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. not less than forty-eight (48) hours before the time appointed for holding the 43<sup>rd</sup> AGM, i.e. by 10.30 a.m. on **Tuesday, 6 December 2022**. The certificate of appointment should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
13. It is important that you read the Administrative Guide for the conduct of the 43<sup>rd</sup> AGM.
14. Shareholders are advised to check the Company's website at [www.mkland.com.my](http://www.mkland.com.my) and announcements from time to time for any changes to the administration of the 43<sup>rd</sup> AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

#### **Explanatory Notes on Ordinary Business / Special Business:**

##### **1. Explanatory Note 1**

###### To receive the Audited Financial Statements for the financial year ended 30 June 2022

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

##### **2. Explanatory Note 2**

###### Re-election of Directors

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors who are standing for re-election as per Agenda items 2 and 3 are set out in the Board of Director's profile of the Annual Report 2022. Based on the recommendation of Nomination and Remuneration Committee, the Board supports the re-election of Mr Lau Shu Chuan, Pn Hj Julia Heather binti Ismail and Mr Teh Heng Poh as Directors of the Company based on the following justifications:

- **RESOLUTION 1** To re-elect Mr Lau Shu Chuan who is retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered himself for re-election.

Mr Lau Shu Chuan has vast experience in operational matters of the Group. He directs the Management in their managing of day-to-day business operations, contributed significantly to the Group by providing valuable input and steered the Group forward with notable achievements during his tenure as an Executive Director of the Company.

- **RESOLUTION 2** To re-elect Pn Hjh Juliana Heather binti Ismail who is retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered herself for re-election.
- (a) Pn Hjh Juliana Heather binti Ismail has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and will thus be able to function as a check and balance, and bring an element of objectivity to the Board;
  - (b) She has a vast experience and knowledge on Human Resource, which will enhance the Board's diverse set of experience, expertise and independent judgement;
  - (c) She has been with the Company for a cumulative term of more than nine years and has a good knowledge of the Company's business operations and the property development market;
  - (d) She has devoted sufficient time and attention to her professional obligations for informed and balanced decision making; and
  - (e) She has exercised due care and diligence during her tenure as an Independent Non-Executive Director of the Company and carried out her professional duties in the best interest of the Company and shareholders.
- **RESOLUTION 3** To re-elect Mr Teh Heng Poh who is retiring pursuant to Clause 97 of the Constitution of the Company and being eligible, has offered himself for re-election.

Mr Teh Heng Poh has vast experience in the construction industry and gained much relevant hands on and practical experience in property development over the years. He is able to provide the Board with a diverse set of expertise and perspective.

Mr Lau Shu Chuan, Pn Hjh Juliana Heather binti Ismail and Mr Teh Heng Poh do not have any interest, position or relationship might have with any parties which could influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and all of them are act in the best interest of the Company as a whole.

### 3. Explanatory Note 3

#### Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 provides, amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board recommended the following to the shareholders for approval at the 43<sup>rd</sup> AGM:

- **RESOLUTION 4** To approve the payment of Director's fees of Pn Hjh Juliana Heather binti Ismail amounting to RM9,000 per month for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023.
- **RESOLUTION 5** To approve the payment of Director's fees of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa amounting to RM8,500 per month for the period from 31 August 2022 until the next Annual General Meeting of the Company to be held in 2023.
- **RESOLUTION 6** To approve the payment of Director's fees of Mr Yeong Weng Cheong amounting to RM7,000 per month for the period from 9 December 2022 until the next Annual General Meeting of the Company to be held in 2023.
- **RESOLUTION 7** To approve the payment of Director's fees of Mr Teh Heng Poh amounting to RM7,000 per month for the period from 1 March 2022 until the next Annual General Meeting of the Company to be held in 2023.
- **RESOLUTION 8** To approve the payment of Directors' benefits up to RM250,000 for the period from 9 December 2022 until the next Annual General Meeting of the Company to be held in 2023.

#### *Directors' Fees*

The Nomination and Remuneration Committee has reviewed the Directors' fees and recommended the following Directors' fees to the Board for consideration. The Board agreed with the Nomination and Remuneration Committee's recommendation that the Directors' fees provided are still competitive and at par with prevalent market rate.

The proposed Ordinary Resolutions 4 to 7, if passed, will give authority to the Company to pay the Directors' fees for a period from the abovementioned dates until the next AGM of the Company to be held in 2023, as and when their services are rendered. The quantum of the Directors' fees remains unchanged as compared with the year 2021/2022.

#### *Directors' Benefits*

The Directors' benefits comprise allowances and other emoluments payable to the Independent Non-Executive Directors ("INED") and Non-INED (collectively referred to as "Non-Executive Directors") of the Board and Board Committees. The current Directors' benefits are as set out below:

Description	Amount
Meeting allowance for Board and Board Committees for each Non-Executive Directors	RM2,000/ per meeting

In determining the estimated total amount of benefits for the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of INED and Non-INED involved in these meetings. The estimated amount of RM250,000 for the period from 9 December 2022 until the next AGM of the Company to be held in 2023 ("Relevant Period") is computed based on the estimated number of Audit and Risk Management Committee Meetings, Board Meetings and Nomination and Remuneration Committee Meetings scheduled to be held during the Relevant Period.

Payment of the Non-Executive Directors' benefits will be made by the Company as and when incurred after the passing of the proposed Ordinary Resolution 8 by the shareholders at the 43<sup>rd</sup> AGM.

The Board is of the view that it is just and equitable to pay the Directors' benefits as and when incurred, particularly after the Non-Executive Directors have discharged their duties, responsibilities and rendered their services to the Company throughout the Relevant Period.

The proposed Ordinary Resolution 8, if passed, will give authority to the Company to pay the Directors' benefits up to RM250,000 for a period from 9 December 2022 until the next AGM of the Company to be held in 2023.

#### 4. Explanatory Note 4

##### Re-appointment of External Auditor

The Board has through the Audit and Risk Management Committee, considered the re-appointment of BDO PLT as Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table their re-appointment at the 43<sup>rd</sup> AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report for the financial year ended 30 June 2022.

- **RESOLUTION 9** To re-appoint BDO PLT, the retiring auditors for the financial year ending 30 June 2023 and to authorise the Board of Directors to fix the remuneration of auditors.

#### 5. Explanatory Note 5

##### Proposed continuation in office of Pn Hj Julia Heather binti Ismail as Senior Independent Non-Executive Director ("INED")

The Board, with the recommendation of Nomination and Remuneration Committee, has assessed the independence of Pn Hj Julia Heather binti Ismail, who has served as INED of the Company for a cumulative term of more than nine years since 21 December 2009. It is recommended for her to continue to act as INED of the Company up to 31 May 2023 as justified on the Explanatory Note 2.

6. Explanatory Note 6

Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016

The proposed Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders under Section 85 of the Companies Act 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

7. Explanatory Note 7

Authority to issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 11 is proposed to seek for a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"). Subject to passing the Special Resolution on the waiver of pre-emptive rights under Section 85 of the Act, the proposed Ordinary Resolution 11, if passed, will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares in the Company up to 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The authority will continue to be in force until the conclusion of the next AGM of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by the Company at a general meeting.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate to the Directors for issuance of shares pursuant to the Act, obtained at the 42<sup>nd</sup> AGM held on 7 December 2021 and which will lapse at the conclusion of the 43<sup>rd</sup> AGM. Hence, no proceeds were raised from the previous general mandate.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited for further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.