



NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting ("**49th AGM**") of Magnum Berhad ("**Magnum**" or "**Company**") will be held at the Grand Ballroom, First Floor, Flamingo hotel by the lake, No. 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on Thursday, 29 May 2025 at 9:30 a.m. for the transaction of the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To consider and receive the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2024 together with the Report of the Auditors thereon. **(Please refer to Explanatory Note 1)**
2. (a) To approve the payment of Directors' fees of RM130,000 per annum for each of the Non-Executive Directors in respect of the year ended 31 December 2024 totalling RM520,000. *(Year 2023 : RM130,000 each per annum totalling RM494,000).* **(Resolution 1)**
 - (b) To approve the payment of the Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors of up to an amount of RM100,000 for the period from 29 May 2025 until the next Annual General Meeting of the Company. **(Resolution 2)**
3. (a) To re-elect the Director, Dato' Lawrence Lim Swee Lin, who is retiring by rotation in accordance with Clause 90 of the Constitution of the Company. **(Resolution 3)**
 - (b) To re-elect the Director, Krian Upatkoon, who is retiring by rotation in accordance with Clause 90 of the Constitution of the Company. **(Resolution 4)**
4. To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following **Ordinary Resolutions**:
 - (A) **PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **(Resolution 6)**

"THAT, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors 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 THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required by law to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."



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(cont'd.)

(B) PROPOSED RENEWAL OF THE AUTHORITY FOR MAGNUM TO PURCHASE ITS OWN SHARES (Resolution 7)

"THAT, subject always to the Companies Act 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, approval be and is hereby given for the renewal of the authority granted by the shareholders of the Company at the Forty-Eighth Annual General Meeting of the Company held on 29 May 2024, authorising the Company to purchase and/or hold as treasury shares from time to time and at any time 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 ("**Proposed Share Buy-Back Renewal**") provided that:

- (1) The maximum number of shares which may be purchased and/or held as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back Renewal shall not exceed ten per centum (10%) of the total issued shares of the Company (including the shares previously purchased and held as treasury shares) provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the open market of the Bursa Securities or distribution of treasury shares to shareholders as dividend, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall, in aggregate with the shares then still held by the Company, not exceed ten per centum (10%) of the total issued shares of the Company for the time being quoted on the Bursa Securities;
- (2) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back Renewal shall not exceed the sum of retained profits of the Company. As at 31 December 2024, the audited retained profits of the Company amounted to approximately RM702.2 million;

AND THAT authority is hereby given to the Directors to decide in their absolute discretion to deal in any of the following manners the shares in the Company purchased by the Company pursuant to the Proposed Share Buy-Back Renewal:

- (i) to cancel the shares purchased; or
- (ii) to retain the shares purchased as treasury shares, to be either distributed as share dividends to the shareholders and/or re-sold on the open market of the Bursa Securities and/or subsequently cancelled; or
- (iii) a combination of (i) and (ii) above; or in any other manners as allowed by the Companies Act 2016;

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AND THAT such authority shall commence immediately upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or at the expiry of the period within which the next Annual General Meeting is required by law to be held, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever is earlier but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities;

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 and give full effect to the Proposed Share Buy-Back Renewal with full powers to assents to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Company’s Constitution and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities.”

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

BY ORDER OF THE BOARD

LEONG KUAN YING (SSM PC No.: 201908000848 (MAICSA 7041318))
NG SOOK YEE (SSM PC No.: 201908002432 (MAICSA 7020643))
Chartered Secretaries

Kuala Lumpur
29 April 2025



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(cont'd.)

NOTES:-

PROXY

1. A member whose name appears in the Record of Depositors on **16 MAY 2025** shall be regarded as a member entitled to attend and vote at the meeting or to appoint proxy to attend and vote on its behalf at the meeting.
2. A proxy may but need not be a member of the Company.
3. A member, other than an authorised nominee or an exempt authorised nominee, shall be entitled to appoint one or more proxies (or in the case of a corporation, to appoint representative(s) in accordance with Section 333 of the Companies Act 2016) to attend and vote at the same meeting in his stead.
4. A member who is an authorised nominee may appoint one proxy 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 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 an exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. If the appointor is a corporation, the form of proxy must be executed either under its Common Seal or under the hand of its officer or attorney duly authorised.
8. 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 to the Company not less than 48 hours before the time for holding the meeting:
 - (i) **In hard copy form:** The form of proxy duly completed and signed must be deposited at the registered office of the Company at 35th Floor, Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur; or
 - (ii) **By electronic means:** The proxy appointment must be made electronically via Metra's Portal at <https://www.metramanagement.com.my> (Domain Registration No. D1A403946). Please refer to the Procedures for Electronic Submission of the Form of Proxy set out as Annexure A in the ADMINISTRATIVE GUIDE for the 49th AGM which is made available on the Company's website at www.magnum.my.

REGISTRATION AND OTHER MATTERS

9. Registration will start at 8:00 a.m. at Mewah Hall, Ground Floor, Flamingo hotel by the lake and will end at a time as directed by the Chairman of the meeting.
10. Light refreshments will only be provided before the commencement of the 49th AGM.

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EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Directors' Report, Audited Financial Statements and Auditors' Report

Agenda item 1 is meant for discussion only. The provisions of Sections 248(2) and 340(1) of the Companies Act 2016 and the Constitution of the Company require that the Audited Financial Statements and Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. Hence, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. Resolutions 1 and 2 – Payment of Directors' Fees and Other Remuneration

The proposed ordinary Resolution 1, if passed, will authorise the payment of RM130,000 per annum (*Year 2023: RM130,000 each per annum*) as Directors' fees for each of the Non-Executive Directors for the financial year 2024 totalling RM520,000 (*Year 2023: RM494,000*).

The proposed ordinary Resolution 2 is to seek shareholders' approval pursuant to Section 230 of the Companies Act 2016 for the payment of up to RM100,000 as Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors for the period from 29 May 2025 to the next Annual General Meeting.

The total estimated amount of Directors' remuneration (excluding Directors' fees) payable to the Non-Executive Directors is calculated based on the number of scheduled Board's and Board Committees' meetings, and other benefits such as club memberships and cars for the Non-Executive Chairman and Directors, including allocation of additional allowances to any new Non-Executive Directors to be appointed during the period from 29 May 2025 until the next Annual General Meeting in 2026.

The payment of Directors' remuneration (excluding Directors' fees) will be made on monthly basis and/or as and when incurred if the ordinary Resolution 2 has been passed at the 49th AGM. This authority under ordinary Resolution 2, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The breakdown and details of the Directors' remuneration including Directors' Fees are set out in the Integrated Annual Report 2024 under the Corporate Governance Overview Statement.

3. Resolutions 3 and 4 – Re-election of Retiring Directors

Clause 90 of the Constitution of the Company provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All Directors shall retire from office at least once in three (3) years but, shall be eligible for re-election.

The proposed ordinary Resolutions 3 and 4 are to seek shareholders' approvals for the re-elections of Dato' Lawrence Lim Swee Lin and Krian Upatkoorn respectively as Directors of the Company. Both Dato' Lawrence Lim Swee Lin and Krian Upatkoorn, who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

The Board through the Nomination Committee had in March 2025 conducted the assessments and considered the results of the assessment on areas which include commitment, contributions and the overall performance of the retiring Directors. The Board is satisfied that these Directors have met the performance criteria set out in the assessments in the discharge of their duties and responsibilities. The retiring Directors have also confirmed that they have satisfied all the requirements set out in the Directors' Fit And Proper Policy.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval for the re-elections of the retiring Directors namely, Dato' Lawrence Lim Swee Lin and Krian Upatkoorn at the 49th AGM. The profile of the respective Directors is set out in the Company's Integrated Annual Report 2024.



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4. Resolution 5 – Re-appointment of Ernst & Young PLT (Firm No. AF: 0039) as Auditors of the Company and Audit Fees

The proposed ordinary Resolution 5 is to re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix the remuneration of the external auditors for the financial year 2025. The Board had at a meeting held in March 2025 approved the recommendation by the Group Audit Committee ("GAC") on the re-appointment of Ernst & Young PLT as Auditors of the Company for the ensuing financial year 2025. The Board is satisfied that Ernst & Young PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements, which was concluded through the assessment carried out by the GAC on the suitability and independence of the external auditors.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. Resolution 6 – Renewal of the Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed ordinary Resolution 6 is a renewal of the mandate obtained from the members at the last Annual General Meeting held on 29 May 2024, and if passed, will give the Directors of the Company, from the date of the 49th AGM, authority to allot shares from the unissued capital of the Company of up to 10% of the total issued shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. The authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required by law to be held after the approval was given, whichever is earlier.

This general mandate sought will provide flexibility to the Company of any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions without any delay and without incurring additional expenses in convening a general meeting to approve the issuance of such shares.

The Company did not issue any new ordinary shares pursuant to the shareholders' mandate obtained at the last Annual General Meeting held on 29 May 2024 and to-date, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

6. Resolution 7 – Renewal of the Authority for the Company to purchase its own shares

The proposed ordinary Resolution 7 is a renewal of the mandate for the Company to repurchase its own shares and if passed, will empower the Company to purchase and/or hold from time to time up to ten per centum (10%) of the total issued shares of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The details of the Proposed Share Buy-Back Renewal are set out in the Share Buy-Back Statement dated 29 April 2025, which is accessible online on the Company's website at www.magnum.my or on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

VOTING BY POLL

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, all resolutions set out in this notice are to be voted by poll.

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STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

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

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

No individual is seeking for new election as a Director at the 49th Annual General Meeting of the Company.

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2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements

Details of the general mandate/authority for Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Notes on Special Business of the Notice of 49th Annual General Meeting.

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PERSONAL DATA PRIVACY

By submitting an instrument appointing proxy(ies) and/or representatives to attend and vote at the 49th AGM and/or any adjournment thereof, a member of the Company:- (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the 49th AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the 49th AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**the Purposes**"); (ii) warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

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FORM OF PROXY

MAGNUM BERHAD (197501002449) (24217-M)
(Incorporated in Malaysia)

CDS ACCOUNT NUMBER

NO. OF SHARES

--	--

I/We _____ Tel No. _____
(FULL NAME IN BLOCK CAPITALS)

I.C No. _____ (old) _____ (new) / Co. No. _____

of _____
(ADDRESS)

being a member/members of **MAGNUM BERHAD**, hereby appoint :-

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

and/or (delete as appropriate)			
Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, THE CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us on my/our behalf at the Forty-Ninth Annual General Meeting ("49th AGM") of the Company to be held at the Grand Ballroom, First Floor, Flamingo hotel by the lake, No. 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor Darul Ehsan on **Thursday, 29 May 2025 at 9:30 a.m.** and any adjournment thereof.

My/Our proxy is to vote as indicated below:

RESOLUTIONS		*FOR	*AGAINST
1.	The approval for the payment of Directors' fees of RM130,000 per annum for each of the Non-Executive Directors in respect of the year ended 31 December 2024 totalling RM520,000.		
2.	The approval for the payment of the Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors of up to an amount of RM100,000 for the period from 29 May 2025 until the next Annual General Meeting of the Company.		
3.	The re-election of Dato' Lawrence Lim Swee Lin as a Director of the Company.		
4.	The re-election of Krian Upatkoon as a Director of the Company.		
5.	The re-appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2025 and the authority for the Board of Directors to fix their remuneration.		
6.	The renewal of the authority for the Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
7.	The renewal of the authority for the Company to purchase its own shares.		

* Please indicate with an "X" in the space provided on how you wish your votes to be cast. If you do not do so, your proxy shall vote or abstain from voting at his/her discretion.

Dated this _____ day of _____, 2025

Signature(s) of Shareholder/Joint Shareholders

Notes:

1. A member whose name appears in the Record of Depositors as at **16 MAY 2025** shall be regarded as a member entitled to attend and vote at the meeting or to appoint proxy to attend and vote on its behalf at the meeting.
2. A proxy may but need not be, a member of the Company.
3. A member, other than an authorised nominee or an exempt authorised nominee, shall be entitled to appoint one or more proxies (or in the case of a corporation, to appoint representative(s) in accordance with Section 333 of the Companies Act 2016) to attend and vote at the same meeting in his stead.
4. A member who is an authorised nominee may appoint one proxy 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 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 an exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. If the appointor is a corporation, the form of proxy must be executed either under its Common Seal or under the hand of its officer or attorney duly authorised.
8. 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 to the Company not less than 48 hours before the time for holding the meeting:
 - (i) In hard copy form: The form of proxy duly completed and signed must be deposited at the registered office of the Company at 35th Floor, Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur; or
 - (ii) By electronic means: The proxy appointment must be made electronically via Metra's Portal at <https://www.metramanagement.com.my> (Domain Registration No. D1A403946). Please refer to the Procedures for Electronic Submission of the Form of Proxy set out as Annexure A in the ADMINISTRATIVE GUIDE for the 49th AGM which is made available on the Company's website at www.magnum.my.
9. Please type or write clearly using BLOCK LETTERS. The Company reserves the right to reject any form of proxy that is illegible or incorrectly filled.

STAMP

**THE COMPANY SECRETARIES
MAGNUM BERHAD**

(197501002449) (24217-M)

35th Floor, Menara Multi-Purpose
Capital Square, No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur, Malaysia

VOTING BY POLL

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, all resolutions set out in the notice of the 49th AGM are to be voted by poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing proxy(ies) and/or representatives to attend and vote at the 49th AGM and/or any adjournment thereof, a member of the Company:- (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the 49th AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the 49th AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**the Purposes**"); (ii) warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

Notice

There will be no distribution of door gifts or e-vouchers.