



Hosting Joyful Connections

# EMERGING STRONGER TOGETHER

Notice of Postponed 22<sup>nd</sup> AGM





# NOTICE OF POSTPONED TWENTY-SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Postponed Twenty-Second Annual General Meeting ("Postponed 22<sup>nd</sup> AGM" or "the Meeting") of Malaysia Airports Holdings Berhad ("MAHB" or "the Company") will be held on a fully virtual basis through live streaming and using remote participation and electronic voting facilities hosted on the Securities Services e-Portal ("e-Portal") at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia on Monday, 13 September 2021 at 11:00 a.m. to transact the following businesses:

## AS ORDINARY BUSINESS

- |   |                              |
|---|------------------------------|
| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.                                    |                              |
| 2. To approve the payment of Directors' fees and benefits of an amount up to RM4,555,000.00 to the Non-Executive Directors ("NEDs") of the Group with effect from 14 September 2021 until the next AGM in 2022. | <b>Ordinary Resolution 1</b> |
| 3. To re-elect Dato' Seri Diraja Dr. Zambry Abd Kadir who retires pursuant to Rule 132 of the Constitution of the Company and being eligible, offers himself for re-election.                                   | <b>Ordinary Resolution 2</b> |
| 4. To re-elect Dato' Mohamad Nasir Ab Latif who retires in accordance with Rule 132 of the Constitution of the Company and being eligible, offers himself for re-election.                                      | <b>Ordinary Resolution 3</b> |
| 5. To re-elect Normah Osman who retires in accordance with Rule 132 of the Constitution of the Company and being eligible, offers herself for re-election.  | <b>Ordinary Resolution 4</b> |
| 6. To re-elect Dato' Ir. Mohamad Husin who retires pursuant to Rule 134 of the Constitution of the Company and being eligible, offers himself for re-election.  | <b>Ordinary Resolution 5</b> |
| 7. To re-elect Datuk Azailiza Mohd Ahad who retires in accordance with Rule 134 of the Constitution of the Company and being eligible, offers herself for re-election.  | <b>Ordinary Resolution 6</b> |
| 8. To re-elect Ramanathan Sathiamutty who retires in accordance with Rule 134 of the Constitution of the Company and being eligible, offers himself for re-election.  | <b>Ordinary Resolution 7</b> |
| 9. To re-appoint Ernst & Young PLT ("EY") as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 8</b> |

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution with or without modifications:

- |  |                              |
|--|------------------------------|
| 10. <b>Proposed renewal of the authority to allot and issue new ordinary shares in MAHB ("MAHB Shares") for the purpose of the Company's Dividend Reinvestment Plan ("DRP") that provides the Shareholders of MAHB ("Shareholders") the option to elect to reinvest their cash dividend in MAHB Shares</b> | <b>Ordinary Resolution 9</b> |
|--|------------------------------|

"THAT pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting ("EGM") held on 30 November 2012 and subject to the approval of the relevant authority (if any), approval be and is hereby given to the Company to allot and issue such number of new MAHB Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next AGM in such number and to such person and upon such terms and conditions as the Directors may, in their sole and absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new MAHB Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAP") of MAHB Shares immediately before the price-fixing date. The 5-day VWAP of MAHB Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of such new MAHB Shares;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP 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 consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company.”

11. To transact any other business of which due notice shall have been received in accordance with the Companies Act 2016 (“CA 2016”) and the Constitution of the Company.

By Order of the Board

**ZAWARDI BIN SALLEH**

SSM Practising Certificate No. 202008003088

MAICSA 7026210

Company Secretary

Sepang, Selangor Darul Ehsan

13 August 2021

**NOTES TO NOTICE OF POSTPONED 22<sup>ND</sup> AGM**

**Mode and Venue of the Meeting**

1. The Postponed 22<sup>nd</sup> AGM will be held on a fully virtual basis through live streaming and using remote participation and electronic voting facilities hosted on the e-Portal. Kindly refer to the Revised AGM Administrative Guide for further details in order to participate at the Postponed 22<sup>nd</sup> AGM.
2. For purposes of complying with Section 327(2) of the CA 2016 which requires the chairman of the meeting to be present at the main venue of the meeting, the main venue of the Postponed 22<sup>nd</sup> AGM is the online meeting platform hosted on the e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia.
3. The primary mode of communication by the participants for the Postponed 22<sup>nd</sup> AGM is via real-time text messaging facility on the e-Portal during the live streaming of the Meeting. In the event of any technical glitch in this mode, participants may email their questions to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) during the Meeting.

**Members Entitled to Participate**

4. In determining a member who shall be entitled to participate in the Meeting in accordance with Rule 52(1) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”), the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as of 3 September 2021. Only a depositor whose name appears on the Record of Depositors as of 3 September 2021 shall be entitled to participate and vote at the Meeting or appoint proxy or proxies to participate and/or vote on his behalf.
5. The Meeting is a private meeting between the directors, shareholders, proxies, duly authorised representatives and auditors. As such, non-shareholders are barred from participating in the Meeting.
6. Shareholders’ attention is hereby drawn to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”), which allows a member of the Company who is an exempt authorised nominee as defined under SICDA and holds MAHB Shares for multiple beneficial owners in one (1) securities account (“Omnibus Account”) to appoint multiple proxies in respect of each Omnibus Account it holds.

## Proxy

7. Section 334 of the CA 2016 provides that a member of a company shall be entitled to appoint another person or persons as his proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at the meeting of members of the company. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
8. A corporation which is a member may by a resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting in accordance with the Constitution of the Company.
9. The instrument appointing a proxy/representative shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand and seal of its attorney.
10. The instrument appointing a proxy ("Proxy Form") and the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. The instrument appointing a proxy may also be lodged electronically via the e-Portal. Kindly refer to the Revised AGM Administrative Guide on the procedure to submit the instrument appointing a proxy electronically.
11. The Proxy Form for the Postponed 22<sup>nd</sup> AGM supersedes the Proxy Form that was circulated on 30 April 2021 for the earlier scheduled 22<sup>nd</sup> AGM which is no longer applicable. In this regard, members need to deposit a fresh Proxy Form for the Postponed 22<sup>nd</sup> AGM to appoint proxy or proxies.

## Voting

12. Pursuant to Paragraph 8.29A(1) of the MMLR, all resolutions set out in the Notice of the Postponed 22<sup>nd</sup> AGM would be put to vote by way of poll.

## Explanatory Note on the Audited Financial Statements

13. The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 and meant for discussion only as they do not require shareholders' approval pursuant to Section 251(1) of the CA 2016. As such, the matter is not to be put forward for voting.

## Explanatory Note for Ordinary Resolution 1

14. Section 230(1) of the CA 2016 provides among 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 has agreed that the shareholders' approval shall be sought for the payment of Directors' fees and benefits to the NEDs of the Group with effect from 14 September 2021 until the next AGM in 2022 ("Relevant Period") at the Postponed 22<sup>nd</sup> AGM.
15. Under Ordinary Resolution 1, the shareholders' approval is to be sought for payment of Directors' fees and benefits of an amount up to RM4,555,000.00 to the NEDs of the Group throughout the Relevant Period as follows:
  - a. The payment of Directors' fees for NEDs for the Relevant Period is based on the following fee structure:

No.	Description	Chairman	NEDs
1.	Directors' fees for the Company	RM18,000 per month	RM12,000 per month
2.	Directors' fees for the Company's subsidiaries	RM4,000 per month	RM3,000 per month



- b. The Directors' benefits payable for NEDs for the Relevant Period comprises the following:

No.	Description	Chairman	NEDs
1.	The Company's Senior Independent Director Allowance (per month)	N/A	RM1,000
2.	Meeting Allowance (per meeting):		
a.	The Company		
i.	Board	RM5,000	RM3,000
ii.	Board Committees	RM4,000	RM2,000
iii.	Other Committees	RM1,500	RM1,000
b.	Board of the Company's Subsidiaries	RM1,500	RM1,200
c.	Board Committees of the Company's Subsidiaries		
(i)	İstanbul Sabiha Gökçen Uluslararası Havalimanı Yatırım Yapım ve İşletme A.Ş. ("ISG"); and SGC Havalimanı İşletmeleri Ticaret ve Turizm A.Ş. ("SGC") <sup>#</sup>	RM2,500	RM2,000
3.	Other Benefits and Entitlements	Directors' appreciation gift, out of pocket expenses, car allowance*, entertainment allowance*, personal assistance allowance*, petrol, toll, IT and telecommunication devices, club membership*, professional membership, privilege cards and other customary benefits such as insurance and medical coverage.	

\* For Chairman only.

# Deemed as one (1) meeting since the contents of the meetings are similar in nature and meetings are held on the same day.

- c. In determining the estimated total amount of Directors' fees and benefits payable for the NEDs during the Relevant Period, the Board has considered various factors including the number of scheduled and special meetings for the Board, Board Committees and Boards of the Company's subsidiaries and the number of NEDs involved in these meetings based on the current number of NEDs as well as inclusion of provisional sum as a contingency for future appointment of NEDs on the Boards of the Company's subsidiaries and increase in the number of Board and Board Committees meetings.
- d. Payment of the Directors' fees and benefits to the NEDs will be made on monthly basis and/or as and when they are incurred subject to the passing of the proposed Ordinary Resolution 1 at the Postponed 22<sup>nd</sup> AGM.
- e. The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' fees and benefits payable on monthly basis and/or as and when they are incurred, particularly after the Directors have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period.
- f. In the event where the payment of Directors' fees and benefits during the Relevant Period exceeds the estimated amount sought to be approved in the Postponed 22<sup>nd</sup> AGM, a shareholders' approval shall be sought at the next AGM in 2022 on the payment of the additional amount.
- g. Ordinary Resolution 1 is proposed in accordance with Rule 114 of the Constitution of the Company, and if passed, shall take effect from 14 September 2021.

#### Explanatory Note for Ordinary Resolutions 2, 3 and 4

16. Rule 132 of the Constitution of the Company stipulates that any newly appointed Director shall hold office only until the next AGM of the Company at which the Director is due to retire and shall be eligible for re-election.
17. On 11 August 2020, the Board approved the appointment of Dato' Seri Diraja Dr. Zambry Abd Kadir as the Chairman/Non-Independent Non-Executive Director of the Company. Dato' Seri Diraja Dr. Zambry Abd Kadir was nominated by the Minister of Finance (Incorporated), the Special Shareholder of the Company, as its representative. His appointment took effect on 12 August 2020.
18. On 24 September 2020, the Board approved the appointment of Dato' Mohamad Nasir Ab Latif as the Non-Independent Non-Executive Director of the Company. Dato' Mohamad Nasir Ab Latif was nominated by the Employees Provident Fund as its representative. His appointment took effect on 1 October 2020.

19. On 23 April 2021, the Board approved the appointment of Normah Osman as the Non-Independent Non-Executive Director of the Company. Normah Osman was nominated by the Minister of Finance (Incorporated), the Special Shareholder of the Company, as a representative of the Ministry of Transport. Her appointment took effect on 26 April 2021.
20. Pursuant to Rule 132, Dato' Seri Diraja Dr. Zambry Abd Kadir, Dato' Mohamad Nasir Ab Latif and Normah Osman are standing for re-election at the Postponed 22<sup>nd</sup> AGM.
21. The Board has conducted an assessment on the Directors who are seeking re-election under Rule 132 at the Postponed 22<sup>nd</sup> AGM inclusive of their skills, experience, character, integrity, competency and contribution. The Board agreed that the Directors have met the Board's expectation by continuously performing their duties diligently as Directors of the Company and hereby recommends the re-election of Dato' Seri Diraja Dr. Zambry Abd Kadir, Dato' Mohamad Nasir Ab Latif and Normah Osman at the Postponed 22<sup>nd</sup> AGM.
22. The profiles of Dato' Seri Diraja Dr. Zambry Abd Kadir, Dato' Mohamad Nasir Ab Latif and Normah Osman are available in the "Board of Directors' Profile" of the Annual Report 2020.

#### **Explanatory Note for Ordinary Resolutions 5, 6 and 7**

23. Rule 134 of the Constitution of the Company expressly states that at the AGM in every subsequent year, at least one-third of the Directors for the time being or the number nearest to one-third shall retire from office. The retiring Directors shall be eligible for re-election and shall act as the Directors throughout the meeting at which he or she retires.
24. Pursuant to Rule 134, Dato' Ir. Mohamad Husin, Datuk Azailiza Mohd Ahad and Ramanathan Sathiamutty, who are retiring from office, are standing for re-election at the Postponed 22<sup>nd</sup> AGM.
25. The Board has conducted an assessment on the independence of the Directors who are seeking re-election under Rule 134 at the Postponed 22<sup>nd</sup> AGM inclusive of their skills, experience, character, integrity, competency and contribution. The Board is satisfied that they have complied with the independence criteria as required by the MMLR and continue to bring independent and objective judgement to the Board. The Board also agreed that the Directors have met the Board's expectation by continuously performing their duties diligently as Directors of the Company and hereby recommends the re-election of Dato' Ir. Mohamad Husin, Datuk Azailiza Mohd Ahad and Ramanathan Sathiamutty at the Postponed 22<sup>nd</sup> AGM.
26. The profiles of Dato' Ir. Mohamad Husin, Datuk Azailiza Mohd Ahad and Ramanathan Sathiamutty are available in the "Board of Directors' Profile" section of the Annual Report 2020.

#### **Explanatory Note for Ordinary Resolution 8**

27. The Board Audit Committee and the Board have considered the re-appointment of EY as Auditors of the Company and collectively agreed that EY has met the relevant criteria prescribed under Paragraph 15.21 of the MMLR.

#### **Explanatory Note for Ordinary Resolution 9**

28. As of the date of the Notice of the Postponed 22<sup>nd</sup> AGM, the Company has issued a total of 49,833,561 MAHB Shares pursuant to the implementation of the DRP as approved by the shareholders at the EGM held on 30 November 2012. The authority to allot MAHB Shares pursuant to the DRP was first granted on 30 November 2012 and subsequently at the 14<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> AGM held on 28 March 2013, 20 March 2014 and 5 May 2015, respectively.
29. The above proposed Ordinary Resolution, if passed, would allow the Company to allot and issue new MAHB Shares pursuant to the DRP from the Postponed 22<sup>nd</sup> AGM until the convening of the next AGM. It would also allow the Directors to fix the issue price of such new MAHB Shares at a discount of up to 10% of the adjusted five (5)-day VWAP of MAHB Shares immediately before the price-fixing date. The 5-day VWAP of MAHB Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of such new MAHB Shares.
30. The above proposed Ordinary Resolution, if passed, would allow the Directors and the Company Secretary to act on behalf of the Company in executing and giving effect to all the relevant and necessary transactions, arrangements and documents pertaining to the implementation of the DRP in the interest of expedience and efficiency subject always to the best interest of the Company.

# REVISED AGM ADMINISTRATIVE GUIDE

## POSTPONED TWENTY-SECOND ANNUAL GENERAL MEETING ("POSTPONED 22<sup>ND</sup> AGM" OR "THE MEETING") OF MALAYSIA AIRPORTS HOLDINGS BERHAD ("MAHB" OR "THE COMPANY")

**Date** : Monday, 13 September 2021  
**Time** : 11:00 a.m.  
**Mode and Venue** : Online meeting platform hosted on the Securities Services e-Portal ("e-Portal") at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia.

### Remote Participation and Electronic Voting

- In light of the outbreak of Covid-19 pandemic where physical distancing and other safety and precautionary measures must be exercised, the Postponed 22<sup>nd</sup> AGM will be held as a fully virtual meeting through live streaming and using remote participation and electronic voting facilities hosted on the e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd ("SSES") as guided by the Companies Commission of Malaysia's FAQs on Virtual General Meetings dated 8 June 2021 and the Securities Commission Malaysia's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers dated 18 April 2020 (Revised on 16 July 2021) ("SC Guidance Note").
- For purposes of complying with Section 327(2) of the Companies Act 2016 and SC Guidance Note which require the chairman of the meeting to be present at the main venue of the meeting, the main venue of the Postponed 22<sup>nd</sup> AGM is the online meeting platform hosted on the e-Portal at <https://sshsb.net.my/> provided by SSES in Malaysia.

### Door Gift and Voucher

There will be no door gift and voucher provided for participation in the Postponed 22<sup>nd</sup> AGM.

### Procedures for Remote Participation and Electronic Voting via the e-Portal

- Please follow the procedures below to engage in remote participation and electronic voting at the Postponed 22<sup>nd</sup> AGM via the e-Portal:
  - Before the day of the Postponed 22<sup>nd</sup> AGM

Procedure	Action
Sign up for a user account if you do not have a user account with the e-Portal <ul style="list-style-type: none"> <li>To register for remote participation at the Postponed 22<sup>nd</sup> AGM, please sign up for a user account by <b>Thursday, 9 September 2021</b>.</li> <li>To submit the e-Proxy Form, please sign up for a user account by <b>Thursday, 9 September 2021</b>, failing which you may only be able to submit the hard copy proxy form.</li> </ul> (If you already have a user account, you are not required to register again.)	<ul style="list-style-type: none"> <li>Visit <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>.</li> <li>Click "<b>Sign Up</b>" to sign up for a user account.</li> <li>Wait for a notification e-mail that will be sent within one (1) working day.</li> <li>Verify your user account within seven (7) days upon receipt of the notification e-mail and log in, failing which will require you to re-register.</li> <li>Note that the e-Portal is available to:               <ul style="list-style-type: none"> <li>Individual shareholder; and</li> <li>Authorised representative of a corporate shareholder.</li> </ul> </li> </ul>



Procedure	Action
Register for remote participation at the Postponed 22 <sup>nd</sup> AGM	<ul style="list-style-type: none"> <li>• Log in to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> with your registered e-mail and password.</li> <li>• Look for “<b>Malaysia Airports Holdings Berhad</b>” under Company Name and “<b>Postponed 22<sup>nd</sup> AGM on 13 September 2021 at 11:00 a.m. – Registration for Remote Participation</b>” under Corporate Exercise/Event and click “&gt;”.</li> <li>• Check if you are attending as: <ul style="list-style-type: none"> <li>o Individual shareholder; or</li> <li>o Corporate or authorised representative of a body corporate.</li> </ul> <p><i>For body corporates, the appointed corporate or authorised representative must upload the evidence of authority (e.g., Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia must be accompanied by a certified translation in English in one (1) file. The <u>original</u> evidence of authority and translation thereof, if required, must be submitted to SSES at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification by Saturday, 11 September 2021 at 11:00 a.m.</i></p> </li> <li>• Read and agree to the Terms &amp; Conditions of Use and Privacy Policy and submit your registration.</li> <li>• A copy of your e-Registration for remote participation can be accessed via “<b>My Records</b>” (refer to the left navigation panel).</li> <li>• Your registration will apply to <b>all the CDS account(s)</b> of each individual shareholder or body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.</li> <li>• System will send an e-mail notification that the request for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as of 3 September 2021, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>

Procedure	Action
Submit e-Proxy Form  • <b>Submission would close on Saturday, 11 September 2021 at 11:00 a.m.</b>	<ul style="list-style-type: none"> <li>Log in to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> with your registered e-mail and password.</li> <li>Look for <b>"Malaysia Airports Holdings Berhad"</b> under Company Name and <b>"Postponed 22<sup>nd</sup> AGM on 13 September 2021 at 11:00 a.m. – Submission of Proxy Form"</b> under Corporate Exercise/Event and click "&gt;".</li> <li>Check if you are submitting as:               <ul style="list-style-type: none"> <li>Individual shareholder; or</li> <li>Corporate or authorised representative of a body corporate.</li> </ul> <p><i>For body corporates, the appointed corporate or authorised representative must upload the evidence of authority (e.g., Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia must be accompanied by a certified translation in English in one (1) file. The <u>original</u> evidence of authority and translation thereof, if required, must be submitted to SSES at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification by Saturday, 11 September 2021 at 11:00 a.m.</i></p> </li> <li>Enter the CDS account number. Then enter the information of your proxy(ies) and the proportion of your securities to be represented by your proxy(ies).</li> <li>You need to submit your e-Proxy Form for <b>every CDS account</b> you have or represent.</li> <li><b>You are strongly encouraged to appoint the Chairman of the Meeting as your proxy if you are not able to participate remotely.</b></li> <li>Proceed to indicate how your votes are to be cast against each resolution.</li> <li>Review and confirm your proxy form details before submission.</li> <li>Read and agree to the Terms &amp; Conditions of Use and Privacy Policy and submit.</li> <li>A copy of your submitted e-Proxy Form can be accessed via <b>"My Records"</b> (refer to the left navigation panel).</li> </ul>

b. On the day of the Postponed 22<sup>nd</sup> AGM

Procedure	Action
<p>Join the Live Stream Meeting ("eLive")</p> <ul style="list-style-type: none"> <li>Assess to eLive will open on <b>Monday, 13 September 2021 at 10:30 a.m.</b></li> </ul>	<ul style="list-style-type: none"> <li>Log in to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> with your registered e-mail and password.</li> <li>Look for "<b>Malaysia Airports Holdings Berhad</b>" under Company Name and "<b>Postponed 22<sup>nd</sup> AGM on 13 September 2021 at 11:00 a.m. – Live Stream Meeting</b>" and click "&gt;".</li> <li>Read and agree to the Terms &amp; Conditions of Use and Privacy Policy and proceed to the live stream meeting.</li> <li>Use the text box of the live streaming video to transmit your question to the Chairman/ Board. The Chairman/Board will endeavour their best to broadcast your question and its answer related to the financial performance and resolutions tabled at the Postponed 22<sup>nd</sup> AGM.</li> <li>Take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</li> </ul>
<p>Vote online remotely during the Meeting ("eVoting")</p> <ul style="list-style-type: none"> <li>Assess to eVoting will open on <b>Monday, 13 September 2021 at 11:00 a.m.</b> and close as directed by the Chairman of the Meeting.</li> </ul>	<ul style="list-style-type: none"> <li>If you are already accessing the eLive, click "<b>Proceed to Vote</b>" under the live stream player on your screen; or</li> <li>If you are not accessing from the eLive and have just logged in to the e-Portal, look for "<b>Malaysia Airports Holdings Berhad</b>" under Company Name and "<b>Postponed 22<sup>nd</sup> AGM on 13 September 2021 at 11:00 a.m. – Remote Voting</b>" under Corporate Exercise/Event and click "&gt;".</li> <li>Cast your votes for each resolution by clicking on the radio button under "<b>For</b>", "<b>Against</b>" or "<b>Abstain</b>".</li> <li>Read the Terms &amp; Conditions of Use and Privacy Policy and check "✓" to confirm that you acknowledge and agree to the Terms &amp; Conditions of Use and Privacy Policy.</li> <li>Review your indicated votes.</li> <li>Confirm and submit the votes.</li> <li>Your votes cast will apply throughout <b>all the CDS accounts</b> you represent as an individual shareholder, corporate or authorised representative and proxy. Where you are attending as a proxy and the shareholder who appointed you has indicated how the votes are to be cast, we will take the shareholder's indicated votes in the proxy form.</li> <li>A copy of your submitted eVoting can be accessed via "<b>My Records</b>" (refer to the left navigation panel).</li> </ul>

- Participants of the Postponed 22<sup>nd</sup> AGM will need to ensure to be connected to the internet at all times in order to participate and vote throughout the entire proceedings of the Meeting.
- Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Microsoft Edge and Safari browsers.
- Participants of the Postponed 22<sup>nd</sup> AGM are reminded that strictly no recording or photography of the proceedings of the Meeting is allowed.

### Entitlement to Participate and Vote

- Only a depositor whose name appears on the Record of Depositors as of 3 September 2021 shall be eligible to participate and vote at the Postponed 22<sup>nd</sup> AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.
- Pursuant to the SC Guidance Note, shareholders' right to speak is not limited to verbal communication only but includes other modes of expression. As such, all shareholders, proxies and corporate representatives shall communicate via real-time submission of typed texts through a text box in the e-Portal during the live streaming of the Postponed 22<sup>nd</sup> AGM as the primary mode of communication. In the event of any technical glitch in this mode, shareholders and proxies may email their questions to [eservices@sshbs.com.my](mailto:eservices@sshbs.com.my) during the Meeting.

### Voting at the Postponed 22<sup>nd</sup> AGM

- The voting at the Postponed 22<sup>nd</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.
- The Company has appointed SSES as the Poll Administrator to conduct the poll voting electronically and Commercial Quest Sdn Bhd as scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting, and submit votes at any time from the commencement of the Postponed 22<sup>nd</sup> AGM at 11:00 a.m.

### Results of the Voting

Results of the voting on the resolutions proposed at the Postponed 22<sup>nd</sup> AGM will be announced at the Meeting and subsequently, via an announcement made by the Company through Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com/>.

### Enquiry

Should you require any assistance or clarification prior to convening of the Postponed 22<sup>nd</sup> AGM, please do not hesitate to contact the following during office hours on Monday to Friday from 8:30 a.m. to 5:30 p.m. (except on public holidays):

a. SS E Solutions Sdn Bhd

General line : +603-2084 9000

E-mail : [eservices@sshbs.com.my](mailto:eservices@sshbs.com.my)

b. Malaysia Airports Holdings Berhad

General line : +603-8777 7000

E-mail : [agm@malaysiaairports.com.my](mailto:agm@malaysiaairports.com.my)

# PROXY FORM

Malaysia Airports Holdings Berhad  
Registration No. 199901012192 (487092-W)  
Incorporated in Malaysia



Hosting  
Joyful  
Connections

CDS Account No.	No. of Shares Held

I/We.....  
[FULL NAME IN CAPITAL LETTERS]

NRIC No./Passport No./Company No. .... of.....

.....  
[FULL ADDRESS]

being a Member(s) of MALAYSIA AIRPORTS HOLDINGS BERHAD ("MAHB" or "the Company"), hereby appoint(s):

Full name (in block capitals):	NRIC/Passport no:	Proportion of shareholdings	
		No. of shares	%
Address:	Email:		
	Contact:		

\*and

Full name (in block capitals):	NRIC/Passport no:	Proportion of shareholdings	
		No. of shares	%
Address:	Email:		
	Contact:		

or failing him/her, \*the CHAIRMAN OF THE MEETING as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Postponed Twenty-Second Annual General Meeting ("Postponed 22<sup>nd</sup> AGM" or "the Meeting") of the Company will be held on a fully virtual basis through live streaming and using remote participation and electronic voting facilities hosted on the Securities Services e-Portal ("e-Portal") at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia on Monday, 13 September 2021 at 11:00 a.m. for the following purposes:

\* Strike out whichever not applicable.

RESOLUTION NO.	RESOLUTIONS	FOR	AGAINST
1.	To approve the payment of Directors' fees and benefits of an amount up to RM4,555,000.00 to the Non-Executive Directors ("NEDs") of the Group with effect from 14 September 2021 until the next AGM in 2022.		
2.	To re-elect Dato' Seri Diraja Dr. Zambry Abd Kadir who retires in accordance with Rule 132 of the Constitution of the Company and being eligible, offers himself for re-election.		
3.	To re-elect Dato' Mohamad Nasir Ab Latif who retires in accordance with Rule 132 of the Constitution of the Company and being eligible, offers himself for re-election.		
4.	To re-elect Normah Osman who retires in accordance with Rule 132 of the Constitution of the Company and being eligible, offers herself for re-election.		
5.	To re-elect Dato' Ir. Mohamad Husin who retires in accordance with Rule 134 of the Constitution of the Company and being eligible, offers himself for re-election.		
6.	To re-elect Datuk Azailiza Mohd Ahad who retires in accordance with Rule 134 of the Constitution of the Company and being eligible, offers herself for re-election.		
7.	To re-elect Ramanathan Sathiamutty who retires in accordance with Rule 134 of the Constitution of the Company and being eligible, offers himself for re-election.		
8.	To re-appoint Ernst & Young PLT ("EY") as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
9.	To approve the proposed renewal of the authority to allot and issue new ordinary shares in MAHB ("MAHB Shares") for the purpose of the Company's Dividend Reinvestment Plan ("DRP") that provides the Shareholders of MAHB ("Shareholders") the option to elect to reinvest their cash dividend in MAHB Shares.		

Please indicate with an 'X' in the space provided for each resolution as how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting on the resolutions at his/her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Signature of Member/Common Seal

**Notes:**

1. The Postponed 22<sup>nd</sup> AGM will be held on a fully virtual basis through live streaming and using remote participation and electronic voting facilities hosted on the e-Portal. Kindly refer to the Revised AGM Administrative Guide for further details in order to participate at the Postponed 22<sup>nd</sup> AGM.
2. For purposes of complying with Section 327(2) of the Companies Act 2016 ("CA 2016") which requires the chairman of the meeting to be present at the main venue of the meeting, the main venue of the Postponed 22<sup>nd</sup> AGM is the online meeting platform hosted on the e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia.
3. Section 334 of the CA 2016 provides that a member of a company shall be entitled to appoint another person or persons as his proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the company. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his holdings to be represented by each proxy.
4. A corporation which is a member may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting in accordance with the Constitution of the Company.
5. Shareholders' attention is hereby drawn to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which allows a member of the Company who is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") and holds MAHB Shares for multiple beneficial owners in one (1) securities account ("Omnibus Account") to appoint multiple proxies in respect of each Omnibus Account it holds.
6. The instrument appointing a proxy/representative shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand and seal of its attorney.
7. The instrument appointing a proxy ("Proxy Form") 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 Registered Office of the Company at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan, or you may fax to +03-8777 7512, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. The instrument appointing a proxy may also be lodged electronically via the e-Portal.
8. This Proxy Form for the Postponed 22<sup>nd</sup> AGM supersedes the Proxy Form that was circulated on 30 April 2021 for the earlier scheduled 22<sup>nd</sup> AGM which is no longer applicable. In this regard, members need to deposit a fresh Proxy Form for the Postponed 22<sup>nd</sup> AGM to appoint proxy or proxies.
9. In determining a member who shall be entitled to participate in the Meeting in accordance with Rule 52(1) of the Constitution of the Company and Section 34(1) of SICDA, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as of 3 September 2021. Only a depositor whose name appears on the Record of Depositors as of 3 September 2021 shall be entitled to participate and vote at the Meeting or appoint proxy or proxies to participate and/or vote on his behalf.

STAMP

The Company Secretary  
**Malaysia Airports Holdings Berhad**  
Registration No. 199901012192 (487092-W)  
Malaysia Airports Corporate Office  
Persiaran Korporat KLIA  
64000 KLIA, Sepang  
Selangor Darul Ehsan





## DEAR SHAREHOLDERS,

It is our pleasure to invite you to participate in the Postponed Twenty-Second Annual General Meeting ("Postponed 22<sup>nd</sup> AGM" or "the Meeting") of the Malaysia Airports Holdings Berhad ("MAHB" or "the Company") which will be held virtually via live streaming and online remote participation and voting as follows:

### DATE & TIME

13 September 2021 (Monday) at 11:00 a.m.

### MODE & VENUE

Online and meeting platform hosted on the Securities Services e-Portal ("e-Portal") at <https://sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia.

The Annual Report 2020 is available for download at <https://mahb.listedcompany.com/ar.html>. Please scan the QR Code with your mobile device to access.

If you need a copy of the printed Annual Report 2020, kindly send your request to [agm@malaysiaairports.com.my](mailto:agm@malaysiaairports.com.my).

If you wish to appoint a proxy to participate and vote on your behalf at the Postponed 22<sup>nd</sup> AGM, you may deposit the proxy form at the Registered Office of the Company at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Postponed 22<sup>nd</sup> AGM or any adjournment thereof. The proxy form may also be lodged electronically via the e-Portal at <https://sshsb.net.my/>.

Should you require any assistance on the above, kindly contact the following:

- SS E Solutions Sdn Bhd at +603-2084 9000
- MAHB at +603-8777 7000

Thank you for your continued support to MAHB.



Annual Report



Microsite


## MALAYSIA AIRPORTS HOLDINGS BERHAD

Registration No. 199901012192 (487092-W)

Malaysia Airports Corporate Office  
Persiaran Korporat KLIA  
64000 KLIA, Sepang  
Selangor Darul Ehsan, Malaysia

Tel : +603-8777 7000

Fax : +603-8777 7778

 Malaysia Airports

 @MY\_Airports

 malaysiaairports

 Malaysia Airports