

GENERAL MEETINGS: Notice of Meeting

MALAYSIAN BULK CARRIERS BERHAD

Type of Meeting	Extraordinary General Meeting
Indicator	Notice of Meeting
Description	Notice of Extraordinary General Meeting
Date of Meeting	11 May 2018
Time	11:00 AM
Venue	Banquet Hall, TPC Kuala Lumpur (Kuala Lumpur Golf & Country Club Berhad), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur
Date of General Meeting Record of Depositors	02 May 2018

Please refer attachment below.

Attachments

[MBC - Notice of EGM \(26 April 2018\).pdf](#)
44.0 kB

Announcement Info

Company Name	MALAYSIAN BULK CARRIERS BERHAD
Stock Name	MAYBULK
Date Announced	25 Apr 2018
Category	General Meeting
Reference Number	GMA-25042018-00065



MALAYSIAN BULK CARRIERS BERHAD

(Company No.:175953-W)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Malaysian Bulk Carriers Berhad (“MBC” or “Company”) will be held at Banquet Hall, TPC Kuala Lumpur (Kuala Lumpur Golf & Country Club Berhad), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Friday, 11 May 2018 at 11.00 a.m. or immediately after the conclusion of Annual General Meeting of the Company for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF UP TO 386,385,645 ORDINARY SHARES IN PACC OFFSHORE SERVICES HOLDINGS LTD. (“POSH”) (“OFFER SHARES”), WHICH ARE CURRENTLY HELD BY A WHOLLY-OWNED SUBSIDIARY OF MBC KNOWN AS LIGHTWELL SHIPPING INC. (“LSI”), BY WAY OF THE PROPOSED RENOUNCEABLE RESTRICTED OFFER FOR SALE OF THE OFFER SHARES, TO ALL SHAREHOLDERS OF MBC ON A PRO-RATA BASIS OF 386 OFFER SHARES FOR EVERY 1,000 EXISTING ORDINARY SHARES HELD IN MBC, AT AN OFFER PRICE, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED DISPOSAL BY WAY OF THE PROPOSED ROS”)

“THAT approval be and is hereby given to the Company to dispose of up to 386,385,645 Offer Shares representing approximately 21.23% of the total issued shares in POSH as at 23 April 2018, which are directly held by a wholly-owned subsidiary of the Company known as LSI, to all shareholders of MBC whose names appear on the Company’s Record of Depositors (“Entitled Shareholders”) at the close of business on a date to be determined by the Board of Directors of MBC (“Board”) and announced later (“Entitlement Date”), by way of a renounceable restricted offer for sale of the Offer Shares by the Company to the Entitled Shareholders on the basis of 386 Offer Shares for every 1,000 shares in MBC held by the Entitled Shareholders as at the Entitlement Date at an offer price to be determined and announced by the Board later;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed Disposal by way of the Proposed ROS in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient, and to be in the best interests of the Company (including without limitation to disregard such fractional entitlements);

THAT any Offer Shares which are not validly taken up or which are not allocated for any reason whatsoever shall first be made available for excess shares application in such manner as the Board shall in its absolute discretion deem fit, necessary and/or expedient, and to be in the best interests of the Company;

THAT the proceeds of the Proposed Disposal by way of the Proposed ROS be utilised for the purposes as set out in the Circular to the shareholders of the Company dated 26 April 2018, and the Board be and is hereby empowered and authorised to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, and to be in the best interests of the Company subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds, and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Disposal by way of the Proposed ROS, with full powers to assent to any conditions, variations, modifications and/or amendments as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Disposal by way of the Proposed ROS.”

By Order of the Board

MALAYSIAN BULK CARRIERS BERHAD

OOI POOI TENG (MAICSA 7055594)

Company Secretary

Petaling Jaya

26 April 2018

Notes:

1. Only depositors whose names appear in the Record of Depositors of the Company as at 2 May 2018 (General Meeting Record of Depositors) will be regarded as members and entitled to attend, participate, speak and vote at the meeting.
2. A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member is an authorised nominee, it may appoint at least 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.
4. 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the member appointing him to participate, speak and vote at the meeting.
7. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, resolution at the EGM shall be put to vote by poll.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, shall be deposited at the Registered Office of the Company, not less than 24 hours before the time for holding the meeting and in default, the instrument of proxy shall be invalid.