MNRB

MNRB HOLDINGS BERHAD

(Registration No. 197201001795 (13487-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of MNRB Holdings Berhad ("**MNRB**" or the "**Company**") will be held physically at Stateroom 2, Ground Floor, M Resort & Hotel, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur on Friday, 14 August 2026 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 80% EQUITY INTEREST IN LABUAN REINSURANCE (L) LTD ("LABUAN RE") BY MNRB FOR A TOTAL CASH CONSIDERATION OF USD100,689,242.02 (EQUIVALENT TO RM400,491,460.14) ("PROPOSED ACQUISITION")

"**THAT**, subject to the approvals of all relevant authorities and/or parties being obtained, where required, and the conditions precedent in the conditional sale and purchase agreement dated 19 May 2026 ("**SPA**") entered into between MNRB as the purchaser and CIMB Bank Berhad, HICOM Holdings Berhad, MISC Berhad, Petroliam Nasional Berhad (PETRONAS), Telekom Malaysia Berhad, Tenaga Nasional Berhad, Lembaga Tabung Angkatan Tentera, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad (collectively referred to as the "**Vendors**") for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to MNRB, to acquire 120,000,000 ordinary shares in Labuan Re, representing 80% equity interest in Labuan Re from the Vendors, for a total cash consideration of USD100,689,242.02 (equivalent to RM400,491,460.14) in accordance with the terms and conditions of the SPA;

AND THAT the board of directors of the Company ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/ or relating thereto and take all such steps and to execute and deliver and/ or caused to be executed and delivered all the necessary documents, including the SPA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/ or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

By Order of the Board

LENA ABD LATIF
(SSM Practicing Certificate No. 201908002386)
(LS 0008766)

Group Company Secretary

Kuala Lumpur
31 July 2026

Note:

1. The EGM will be held in a physical mode whereby member(s), proxy(ies), corporate representative(s) or attorney(s) to attend physically in person at the meeting venue.
2. Section 334 of the Companies Act 2016 provides that a member of a company shall be entitled to appoint another person or persons as his/her proxy or proxies to exercise all or any of his/her 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. A member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
3. For the purpose of determining a member who shall be entitled to participate in the EGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 65(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as of 7 August 2026. Only a depositor whose name appears on the Record of Depositors as of 7 August 2026 shall be entitled to participate in the EGM or appoint proxy/proxies to attend, participate, speak and/or vote on his/her behalf.
4. Save as set out in Note (6) below, a member of the Company entitled to attend and vote at this meeting is entitled to appoint two (2) proxies to attend and to vote instead of him at the same meeting. A proxy may but need not be a member of the Company.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy, and only one (1) proxy shall be entitled to vote.
6. Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (Central Depositories Act) and authorised nominees defined under the Central Depositories Act which are exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act (Exempt Authorised Nominees) which hold ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote instead of him/her at the EGM and that such proxy need not be a member.
7. The instrument appointing a proxy(ies) shall be in writing under the hand of the member or his/her attorney duly authorised in writing or, if the member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or in the case of a sole director, by that director in the presence of a witness who attests the signature or of its attorney duly authorised in writing.
8. The Proxy Form duly completed must be deposited in the following manner, not later than Wednesday, 12 August 2026 at 10:00 a.m. being forty-eight (48) hours before the appointed time for holding the EGM:

   (i) In hardcopy form

   By hand or post to the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd., at 11th floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

   (ii) By electronic means

   The Proxy Form may also be electronically lodged through the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com.
9. If the Proxy Form is submitted without any instruction as to how the proxy shall vote, the proxy will vote in his/her discretion. Any alteration to the Proxy Form must be initialled. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice is to be voted on a poll.
11. Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly.
12. By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the EGM and any adjournment thereof.