



Amcorp Properties Berhad
(6386-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting of Amcorp Properties Berhad will be held at Dewan AmBank Group, 7th Floor, Bangunan AmBank Group, 55 Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 6 September 2012 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of 6% less 25% income tax for the financial year ended 31 March 2012. **Resolution 1**
3. To approve the payment of Directors' fees of RM192,000 for the financial year ended 31 March 2012. **Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 136 of the Company's Articles of Association:
 - (i) Encik Azmi Hashim **Resolution 3**
 - (ii) Y. Bhg. Dato' Che Md Nawawi bin Ismail **Resolution 4**
 - (iii) Mr. Soo Kim Wai **Resolution 5**
5. To re-elect Y. Bhg. Dato' Ab. Halim bin Mohyiddin who retires pursuant to Article 119 of the Company's Articles of Association. **Resolution 6**
6. To consider and if thought fit, to pass the following resolution:

"THAT Y. Bhg. Tan Sri Dato' Chen Wing Sum retiring pursuant to Section 129(6) of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting."

Resolution 7
7. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

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

Ordinary Resolutions

8. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

“THAT subject always to the Companies Act, 1965, provisions of the Company’s Memorandum and Articles of Association and the approval from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and 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 issued pursuant to this resolution does not exceed ten percent (10%) of the issued capital of the Company for the time being and that 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.”

Resolution 9

9. Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 15 August 2012, provided that the transactions are in the ordinary course of business which are necessary for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company and that the aggregate value of such transactions conducted pursuant to the shareholders’ mandate during the financial year be disclosed in the annual report of the Company;

Resolution 10

AND THAT such authority conferred shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.”

10. **Proposed Renewal of Share Buy-Back Authority**

“THAT subject to the Companies Act, 1965 (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and any other relevant authorities, approval be and is hereby given for the Company to purchase ordinary shares of RM0.50 each in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company (“Share Buy-Back Mandate”) provided that:

Resolution 11

- (i) the aggregate number of ordinary shares of RM0.50 each in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits and the share premium account of the Company based on the audited financial statements for the financial year ended 31 March 2012 of RM100,171,704 and RM103,842,246 respectively;
- (iii) the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders in general meeting,whichever is the earlier;
- (iv) the shares so purchased by the Company pursuant to the Share Buy-Back Mandate to be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Securities and/or cancelled;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as they may consider expedient or necessary to implement and give effect to the Share Buy-Back Mandate.”

Special Resolution

11. **Proposed Amendments to the Articles of Association of the Company**

“THAT the proposed alterations, modifications, deletions and/or additions to the Articles of Association of the Company as set out in Appendix I of the Annual Report 2012 be and are hereby approved.”

Resolution 12

Ordinary Resolutions

12. **Proposed Termination of the Company's Existing Employees' Share Option Scheme ("ESOS") ("Proposed ESOS Termination")**

"THAT, subject to the approval of the option holders (if any) of the Company's existing ESOS, the passing of Resolution 14 below and the implementation of proposed establishment of a new employees' share scheme, the Company be and is hereby authorised to terminate the Company's existing ESOS which was implemented on 28 September 2011;

Resolution 13

AND THAT the Directors of the Company be and is hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities."

13. **Proposed Establishment of a New Employees' Share Scheme ("Proposed ESS")**

"THAT, subject to the passing of Resolution 13 above and the approvals of all relevant authorities for the Proposed ESS being obtained, the Company be and is hereby authorised:

Resolution 14

- (a) to establish, implement and administer the Proposed ESS for the benefit of the eligible executive directors and employees of the Company and its subsidiary companies which are not dormant ("Group") who meets the criteria of eligibility for participation in the Proposed ESS ("Eligible Persons") in accordance with the By-Laws which is set out in Appendix II of the Circular to Shareholders dated 15 August 2012 ("Circular");
- (b) to appoint a trustee to facilitate the implementation of the Proposed ESS (if required);
- (c) to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the trustee to subscribe for and/or acquire new or existing ordinary shares of RM0.50 each in the Company (or any other par value of the Company, as may be determined and/or amended from time to time) ("Shares") and/or payment of equivalent cash value to the Eligible Persons provided that the Company or any subsidiaries of the Group shall not provide such money or assistance (financial or otherwise) if it would be in breach of any laws of Malaysia and where the lending subsidiary is a foreign corporation, the relevant laws of the place of incorporation of the lending subsidiary;
- (d) to make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS;
- (e) to modify and/or amend the By-Laws of the Proposed ESS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of the Company or any committee of the Proposed ESS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments;
- (f) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws; and

- (g) to allot and issue and/or procure for delivery from time to time such number of Shares which may be made available under the Proposed ESS including new Shares which may be made available under the Proposed ESS including the new Shares which may be issued and allotted pursuant to any other schemes involving new issuance of Shares to be implemented by the Company shall not at any point in time in aggregate exceed fifteen percent (15%) of the issued and paid-up share capital of the Company or such other percentage of the issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant authorities from time to time during the duration of the Proposed ESS;

AND THAT the Directors of the Company be and is hereby authorised to give effect to the Proposed ESS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws of the Proposed ESS, as set out in Appendix II of the Circular, be and is hereby approved.”

14. Proposed Allocation of ESOS Award and Restricted Share Grant (“RSG”) Award to Azmi Hashim, Executive Chairman of the Company

“THAT, subject to the passing of the Resolutions 13 and 14 above, the Directors of the Company be and are hereby authorised at any time and from time to time to grant to Azmi Hashim, Executive Chairman of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of ESOS options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix II of the Circular.”

Resolution 15

15. Proposed Allocation of ESOS Award and RSG Award to Lee Keen Pong, Managing Director of the Company

“THAT, subject to the passing of the Resolutions 13 and 14 above, the Directors of the Company be and are hereby authorised at any time and from time to time to grant to Lee Keen Pong, Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of ESOS options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix II of the Circular.”

Resolution 16

16. **Proposed Allocation of ESOS Award and RSG Award to Shahman Azman, Deputy Managing Director of the Company**

“THAT, subject to the passing of the Resolutions 13 and 14 above, the Directors of the Company be and are hereby authorised at any time and from time to time to grant to Shahman Azman, Deputy Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of ESOS options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix II of the Circular.” **Resolution 17**

17. To transact any other business of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 6% less 25% income tax for the financial year ended 31 March 2012, if approved by the shareholders, will be paid on 25 September 2012 to depositors who are registered in the Record of Depositors at the close of business on 12 September 2012.

A Depositor shall qualify for entitlement only in respect of:

- (a) shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 12 September 2012 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

JOHNSON YAP CHOON SENG (MIA 20766)
CHUA SIEW CHUAN (MAICSA 0777689)
Secretaries

Petaling Jaya
15 August 2012

Notes:

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 29 August 2012 shall be eligible to attend, speak and vote at the Forty-Sixth Annual General Meeting.
- 2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting and a member who appoints two (2) proxies shall specify the proportion of his shareholdings to be represented by each proxy.
- 4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said account.
- 5. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- 6. The instrument appointing a proxy in the case of an individual, shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised.
- 7. The instrument appointing a proxy must be completed, signed and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

Explanatory Notes on Special Business:

(i) Resolution 9 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under item 8 is for the purpose of seeking a renewal of the general mandate ("General Mandate") and if passed, will empower the Directors of the Company pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total issued share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

As at the date of this Notice, no new share in the Company was issued pursuant to the mandate granted to the Directors at the Forty-Fifth AGM of the Company held on 21 September 2011.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to funding future investment, working capital, acquisitions or such other purposes as the Directors consider would be in the interest of the Company.

(ii) Resolution 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution proposed under item 9, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to paragraph 10.09 of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(iii) Resolution 11 - Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution proposed under item 10, if passed, will allow the Company to purchase up to 10% of the issued and paid-up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(iv) Resolution 12 - Proposed Amendments to the Articles of Association of the Company

The Special Resolution proposed under item 11 is to amend the Company's Articles of Association in line with the amendments to the Bursa Securities Main Market Listing Requirements.

(v) Resolution 13 - Proposed Termination of the Company's Existing Employees' Share Option Scheme ("ESOS")

The Ordinary Resolution proposed under item 12, if passed, will allow the Company to terminate the Company's existing ESOS prior to its expiry.

(vi) Resolution 14 - Proposed Establishment of a New Employees' Share Scheme ("Proposed ESS")

The Ordinary Resolution proposed under item 13, if passed, will allow the Company to establish a new employees' share scheme which comprises:

- (a) a new ESOS which will entitle the eligible Executive Directors and employees, upon exercise, to subscribe or acquire the Company's ordinary shares at a specified future date at a pre-determined price; and
- (b) a restricted share grant ("RSG") which entitles the eligible Executive Directors and employees to receive fully paid-up ordinary shares in the Company.

(vii) Resolutions 15, 16 and 17 - Proposed Allocation of ESOS Award and RSG Award to Azmi Hashim, Lee Keen Pong and Shahman Azman

The Ordinary Resolutions proposed under items 14, 15 and 16, if passed, will allow the Company to offer and grant to Azmi Hashim, Lee Keen Pong and Shahman Azman, options to subscribe or acquire the Company's shares at a specified future date at a pre-determined price and to receive fully paid-up ordinary shares in the Company under the Company's employees' share scheme.

Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, Proposed Renewal of Share Buy-Back Authority, Proposed Termination of the Company's Existing ESOS and Proposed ESS are set out in the Circular/Statement to Shareholders dated 15 August 2012 which is despatched together with the Company's Annual Report 2012.