

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twelfth (12th) Annual General Meeting of **PLENITUDE BERHAD** will be held at Nomad 1, The Nomad Sucasu, 222, Jalan Ampang, 50450 Kuala Lumpur on **Monday, 5 November 2012 at 10.00 a.m.** for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To declare a Final Single Tier Dividend of 5% (5 sen per share) for the financial year ended 30 June 2012 as recommended by the Directors. (Ordinary Resolution 2)
3. To approve the payment of Directors' fees of RM150,000 for the financial year ended 30 June 2012. (Ordinary Resolution 3)
4. To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:-
  - (i) Madam Chua Elsie (Ordinary Resolution 4)
  - (ii) Madam Chan Soo Wah (Ordinary Resolution 5)
5. To re-elect as Director, Mr Ir. Teo Boon Keng who retires pursuant to Article 93 of the Company's Articles of Association. (Ordinary Resolution 6)
6. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

7. **Proposed Amendments to the Articles of Association** (Special Resolution 1)  
"THAT, subject to the relevant approvals being obtained, the proposed amendments to the Articles of Association of the Company in the manner as set out in Appendix 1 to this Annual Report ('Proposed Amendments') be and are hereby approved and in consequence thereof, the new set of Memorandum and Articles of Association incorporating all Proposed Amendments be adopted **AND THAT** the Director and Secretary be and are hereby authorised to sign, do and execute all relevant documents, acts and things as may be required for or in connection with and to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."
8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

#### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the forthcoming 12th Annual General Meeting, a Final Single Tier Dividend of 5% (5 sen per share) will be paid on 16 November 2012 to the shareholders whose names appear in the Record of Depositors at the close of business on 8 November 2012.

A depositor shall qualify for entitlement only in respect of:-

- a) shares transferred to the Depositor's Securities Account before 4.00 p.m. on 8 November 2012 in respect of transfers; and
- b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board  
**PLENITUDE BERHAD**

**WONG KEO ROU (MAICSA 7021435)**  
Company Secretary

Kuala Lumpur  
12 October 2012

Directors to Retire at the 12th Annual General Meeting

Pursuant to the Company's Articles of Association, Madam Chan Soo Wah will be retiring under Article 86 and she has given her notification that she does not wish to seek re-election at the 12th Annual General Meeting.

#### Notes:-

1. A member of the Company entitled to attend and vote at this meeting may appoint a proxy to attend and vote in his stead.
2. A proxy may but need not be a member of the Company provided that the provision of Section 149(1)(b) of the Companies Act, 1965 are complied with or the person being appointed is the Chairman of the Company. (Section 149(1)(b) states that a member shall not be entitled to appoint a person who is not a member as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case).
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an office or attorney duly authorised.
5. Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. To be valid, the proxy form duly completed must be deposited at the registered office at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 October 2012, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

#### Special Resolution 1 – Proposed Amendments to the Articles of Association

The proposed Special Resolution, if passed, will bring the Company's Articles of Association in line with the recent amendments made to Chapter 7 of Bursa Malaysia Securities Berhad Main Market Listing Requirements in relation to Appointment of Multiple Proxies by an Exempt Authorised Nominee, Qualification of Proxy and Rights of Proxy to Speak.