



A & M REALTY BERHAD
(177214-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Third (23rd) Annual General Meeting of the Company will be held at Amverton Cove Golf & Island Resort, PT 673, Pulau Carey, Mukim Jugra, 42960 Daerah Kuala Langat, Selangor Darul Ehsan on Thursday, 27 June 2013, at 11.00 a.m. for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS:

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012.
- To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association:
 - Dato' Ng Boon Thong @ Ng Thian Hock
 - Datin Catherine Yeoh Eng Neo
 - Tan Sri Dato' Dr. Sak Cheng Lum
 - Dato' Ambrose Leonard Ng Kwee Heng
- To re-elect Milton Norman Ng Kwee Leong, who retires in accordance with Article 83 of the Company's Articles of Association.
- To re-appoint the following Directors, who is over seventy years of age in accordance with Section 129(6) of the Companies Act, 1965, as Director of the Company to hold office until the next Annual General Meeting:
 - Dato' Setia Abdul Halim bin Dato' Haji Abdul Rauf
 - Mat Ripen bin Mat Elah
- To re-elect Messrs. HLB Ler Lum, as Auditors of the Company and to authorise the Directors to fix their remuneration.

RESOLUTION 1

RESOLUTION 2

RESOLUTION 3

RESOLUTION 4

RESOLUTION 5

RESOLUTION 6

RESOLUTION 7

RESOLUTION 8

RESOLUTION 9

AS SPECIAL BUSINESS:

- To consider and, if thought fit, pass the following Ordinary Resolutions:

Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965:
"That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolutions does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting."
- Proposed Renewal of Authority to purchase its own shares:
"THAT subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of the Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
 - the maximum number of shares which may be purchased by the Company shall not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company at any point of time;
 - the maximum fund to be allocated by the Company in relation to the Proposed Share Buy-Back shall not exceed the sum of the retained profits and the share premium account of the Company based on the latest audited financial statements available up to the date of a transaction under the Proposed Share Buy-Back;
 - the authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by shareholders in general meeting; whichever occurs first;
 - Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt within the following manner:-
 - to cancel the shares so purchased;
 - to retain the shares so purchased as Treasury Shares;
 - to distribute the Treasury Shares as dividends to shareholders;
 - to resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and
 - any combination of the above (i), (ii), (iii) and (iv).

RESOLUTION 10

RESOLUTION 11

RESOLUTION 12

RESOLUTION 13

RESOLUTION 14

AND THAT authority be and is hereby given unconditionally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to deal with all matters relating thereto and take all steps and do all acts and things in any manner as they may deem necessary in connection with the Proposed Share Buy-Back in the interest of the Company."

- To retain Independent and Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

- Tan Sri Dato' Dr. Sak Cheng Lum
- Mat Ripen bin Mat Elah

- Proposed Amendments to the Articles of Association of the Company.

"That the amendments to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 6 June 2013 be and is hereby approved and adopted AND THAT the Directors of the Company be and are hereby authorised to give full effect to the said amendments, alterations, modifications and deletions to the Articles of Association of the Company as may be required by any relevant authorities as they deem fit, necessary or expedient in order to give full effect to the Proposed Amendments to Company's Articles of Association."

- To transact any other business of which due notice shall been given.

BY ORDER OF THE BOARD

BERNARD LIM BOON SIANG

Secretary
(MACS 01153)
Klang
6 June 2013

NOTES:

- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of its attorney.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which ordinary shares in the Company for multiple beneficial owners in one securities account ("omibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omibus account in holds.
- The instrument appointing the proxy must be deposited at the Registered Office of the Company at No 36A, Lorong Gelugor, Off Persiaran Sultan Ibrahim, 41300 Klang, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 21 June 2013 will be entitled to attend and vote at the meeting.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

- Ordinary Resolution 10, is proposed pursuant to Section 132(D) of the Companies Act, 1965 and if passed, will empower the Directors of the Company, from the date of the above general meeting, authority to issue and allot shares from the unissued capital of the Company for such purposes as the directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The general mandate for issuance of shares is a renewal to a general meeting mandate sought in the preceding year. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twenty Second (22nd) AGM held on 28 June 2012 and hence no proceeds were raised therefrom. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment, projects, working capital and/or acquisitions.
- Ordinary Resolution 11 above if passed, will renew the authority for the Company to buy back its own shares. The authority shall continue to be in force until the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal. Further information on this resolution is set out in the circular dated 6 June 2013, which is sent out together with the Company's 2012 Annual Report.
- Ordinary Resolution 12, if passed, will allow the Independent and Non-Executive Director to be retained. The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mat Ripen Bin Mat Elah who has served as an Independent and Non-Executive Director since 9 September 2000 and has reach the nine years term limit on 1 March 2009. Tan Sri Dato' Dr. Sak Cheng Lum has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent and believes that he should be re-appointed and retained as Independent and Non-Executive Director, in particular his experience and contributions to the Board.
- Ordinary Resolution 13, if passed, will allow the Independent and Non-Executive Director to be retained. The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mat Ripen Bin Mat Elah who has served as an Independent and Non-Executive Director since 9 September 2000 and has reach the nine years term limit on 9 September 2009. Mat Ripen Bin Mat Elah has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent and believes that he should be re-appointed and retained as Independent and Non-Executive Director, in particular his experience and contributions to the Board.
- The Special Resolution 14, if passed, will allow the Article of Association of the Company to reflect the recent amendments prescribed under the Listing Requirements of Bursa Securities and to facilitate the business and administrative efficiencies of the Company as well as to add clarity to the existing Articles of the Company.