



## GLOMAC BERHAD

(Company No. 110532-M)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Glomac Berhad ("Glomac" or the "Company") will be held at Ballroom 1, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, on Thursday, 24 October 2013 at 11:00 a.m., or immediately after the conclusion or adjournment of the 29<sup>th</sup> Annual General Meeting of the Company to be held at the same venue on the same date at 10:00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:

#### ORDINARY RESOLUTION 1

##### **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME OF UP TO EIGHT PERCENT (8%) OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY AT ANY POINT IN TIME ("PROPOSED ESS")**

"**THAT** subject to the approvals of all relevant authorities for the Proposed ESS being obtained and to the extent permitted by law and the Memorandum and Articles of Association of Glomac, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new ordinary shares of RM0.50 each in Glomac ("**Glomac Shares**") to be issued pursuant to the exercise of the options under the Proposed ESS, approval be and is hereby given to the Directors of the Company to:

- establish, implement and administer the Proposed ESS for the benefit of the eligible employees and Executive Directors of Glomac and its subsidiaries, excluding subsidiaries which are dormant ("**Glomac Group**" or "**Group**"), who fulfill the criteria of eligibility for participation in the Proposed ESS ("**Eligible Employees**") in accordance with the by-laws of the Proposed ESS set out in Appendix I of the Circular to Shareholders of Glomac dated 9 October 2013 ("**By-Laws**");
- appoint a trustee to facilitate the implementation and administration of the proposed performance-based restricted share grant to Eligible Employees being selected senior management of the Group, which forms part of the Proposed ESS ("**Trustee**") and authorise the Trustee to acquire existing Glomac Shares from the open market and transfer such Glomac Shares for the purpose of vesting of those Glomac Shares pursuant to the Proposed ESS;
- allot and issue to the Eligible Employees and/or procure the transfer of such number of Glomac Shares to the Trustee and the Eligible Employees pursuant to the Proposed ESS from time to time as may be required for the purpose of the Proposed ESS, provided that the total number of Glomac Shares to be allotted, issued and/or transferred shall not exceed eight percent (8%) in aggregate of the total issued and paid-up share capital (excluding treasury shares) of the Company ("**Scheme Shares**") at any point of time during the duration of the Proposed ESS, and that such Glomac Shares shall, upon allotment and issuance, rank pari passu in all respect with the then existing issued Glomac Shares save and except that they shall not be entitled to any dividends, voting rights, allotments and/or other distributions attached thereto and/or which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Glomac Shares, and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission or otherwise;
- do all things necessary and make the necessary applications at the appropriate time to Bursa Securities for the listing of and quotation for the new Glomac Shares which may from time to time be allotted and issued pursuant to the Proposed ESS;
- authorise the Company to provide money or other assistance (financial or otherwise) to enable the Trustee to acquire Glomac Shares in the open market provided that the Company shall not provide such assistance (financial or otherwise) if it would be in breach of any laws of Malaysia; and
- modify and/or amend the Proposed ESS and/or the By-Laws from time to time as may be required provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;

**THAT** the Directors be and are hereby authorised to give effect to the Proposed ESS with full power to consent to and to adopt any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed ESS;

**AND THAT** the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved."

#### ORDINARY RESOLUTION 2

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO TAN SRI DATO' MOHAMED MANSOR BIN FATEH DIN ("TAN SRI DATO' MOHAMED MANSOR")**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 4,500,000 Glomac Shares to Tan Sri Dato' Mohamed Mansor, the Group Executive Chairman of Glomac under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to him from time to time."

#### ORDINARY RESOLUTION 3

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO DATUK FONG LOONG TUCK**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 4,500,000 Glomac Shares to Datuk Fong Loong Tuck, the Group Executive Vice-Chairman of Glomac under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to him from time to time."

#### ORDINARY RESOLUTION 4

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO DATO' FATEH ISKANDAR BIN TAN SRI DATO' MOHAMED MANSOR ("DATO' FATEH ISKANDAR")**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 5,800,000 Glomac Shares to Dato' Fateh Iskandar, the Group Managing Director/Chief Executive Officer of Glomac under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to him from time to time."

#### ORDINARY RESOLUTION 5

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO FARA ELIZA BINTI TAN SRI DATO' MOHAMED MANSOR**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 1,000,000 Glomac Shares to Fara Eliza binti Tan Sri Dato' Mohamed Mansor, the General Manager of Corporate Communication and Corporate Marketing of Glomac who is the daughter of Tan Sri Dato' Mohamed Mansor and sister of Dato' Fateh Iskandar under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to her from time to time."

#### ORDINARY RESOLUTION 6

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO FARA INEZ BINTI TAN SRI DATO' MOHAMED MANSOR**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 100,000 Glomac Shares to Fara Inez binti Tan Sri Dato' Mohamed Mansor, the Manager of Corporate Marketing of Glomac who is the daughter of Tan Sri Dato' Mohamed Mansor and sister of Dato' Fateh Iskandar under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to her from time to time."

#### ORDINARY RESOLUTION 7

##### **PROPOSED ALLOCATION OF OPTIONS AND/OR GRANT OF GLOMAC SHARES TO ZAINUDDIN BIN AZIZ**

"**THAT** subject to the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer options to subscribe for new Glomac Shares and/or grant existing Glomac Shares of up to a maximum of 200,000 Glomac Shares to Zainuddin bin Aziz, the Senior Property Manager of Glomac who is the son-in-law of Tan Sri Dato' Mohamed Mansor and the brother-in-law of Dato' Fateh Iskandar under the Proposed ESS as they shall deem fit, subject always to such terms and conditions of the By-Laws and provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with him (as defined under the Listing Requirements), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot, issue and/or transfer Glomac Shares pursuant to the Proposed ESS to him from time to time."

#### BY ORDER OF THE BOARD

**SIEW SUET WEI** (MAICSA 7011254)  
**ONG SHAW CHING** (MIA 7819)  
Company Secretaries  
Kuala Lumpur

9 October 2013

#### Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
- The instrument appointing a proxy must be deposited at the registered office of the Company at Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly appointed or if such appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney duly appointed under a power of attorney.*
- Depositors whose names appear in the Record of Depositors of the Company on or before 5:00 p.m. as at 16 October 2013 shall be regarded as members of the Company who are entitled to attend the Extraordinary General Meeting or appoint proxies to attend and vote on their behalf.*