



## Amcorp Properties Berhad

(Company No: 6386-K)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Amcorp Properties Berhad ("**Company**") will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Wednesday, 12 March 2014 at 10.30 a.m. or at any adjournment, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

#### **ORDINARY RESOLUTION**

#### **PROPOSED DISPOSAL OF 20% EQUITY INTEREST IN KESAS HOLDINGS BERHAD ("KESAS") TO GAMUDA BERHAD FOR A TOTAL CASH CONSIDERATION OF RM280 MILLION ("PROPOSED DISPOSAL")**

**"THAT** subject to the relevant approvals being obtained from the relevant authorities and/or relevant parties (where required) for the purpose of giving effect to the Proposed Disposal, approval be and is hereby given for the Company to dispose of 1,000,000 ordinary shares of RM1.00 each and 93,182,968 non-cumulative redeemable preference shares of RM1.00 each in KESAS, representing 20% equity interest in KESAS to Gamuda Berhad for a total cash consideration of RM280 million upon the terms and conditions stipulated in the conditional Share Purchase Agreement dated 16 January 2014 made between the Company and Gamuda Berhad.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed Disposal with full power to assent to any conditions, or made any modifications, variations, arrangement and/or amendments in any manner whatsoever as may be required by the relevant authorities and/or relevant parties and to take all such steps and to do all acts, deeds and things (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) as the Directors may deem fit or expedient in the best interest of the Company."

By Order of the Board

**JOHNSON YAP CHOON SENG (MIA 20766)**

**CHUA SIEW CHUAN (MAICSA 0777689)**

Secretaries

Petaling Jaya

25 February 2014

#### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 5 March 2014 shall be eligible to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting or any adjournment thereof.