



**Amcorp Properties Berhad**  
(Company No. 6386-K)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Amcorp Properties Berhad (“AMPROP” or the “Company”) will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Thursday, 4 September 2014 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Forty-Eighth (48<sup>th</sup>) Annual General Meeting of AMPROP, which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 297,867,868 NEW FIVE (5)-YEAR REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“RCPS”) TO BE ISSUED AT THE PAR VALUE OF RM0.50 EACH IN AMPROP ON THE BASIS OF ONE (1) RCPS FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.50 EACH IN AMPROP (“AMPROP SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF RCPS”)**

“THAT, subject to the passing of Ordinary Resolution 2 and Special Resolution 1 and the approvals being obtained from all relevant authorities, including but not limited to, the approval-in-principle of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the admission, listing of and quotation for the new RCPS on the Main Market of Bursa Securities and the listing of and quotation for the new Shares to be issued pursuant to any conversion of the RCPS on the Main Market of Bursa Securities, approval be and is hereby given to the Directors of the Company (“Directors”) to:

- (i) capitalise a sum of up to RM148,933,934 from the share premium account and retained profits of the Company and that the same be applied in making payment in full for the RCPS to be issued and credited as fully paid-up to the entitled shareholders of the Company whose names appear on the Record of Depositors of AMPROP (“Entitled Shareholders”) at the close of business on a date to be determined by the Board and announced later (“Entitlement Date”) on the basis of one (1) RCPS for every two (2) existing AMPROP Shares;
- (ii) allot and issue up to 297,867,868 new RCPS to the Entitled Shareholders on the basis of one (1) RCPS for every two (2) existing Shares held in the Company on the Entitlement Date; and
- (iii) allot and issue such number of new Shares credited as fully paid-up pursuant to any conversion of the RCPS and that such approval shall remain in full force and effect for the duration of the conversion period;

THAT the RCPS to be issued shall bear the terms and conditions as set out in Section 2.6 of the circular to shareholders of AMPROP dated 13 August 2014;

THAT the RCPS shall, upon allotment and issue, rank *pari passu* amongst each other and that the new Shares to be issued pursuant to the conversion of the RCPS shall, upon allotment and issue, rank *pari passu* in all respects with the Shares in issue at that time, except that the new Shares shall not be entitled to any dividend declared or to be declared in respect of any particular financial year ending before the relevant date on which the Company receives the conversion notice irrespective of the date when such dividend is declared, made or paid, nor shall they be entitled to any rights, allotments and/or any other distributions if the allotment date of the new Shares is after the entitlement date for such rights, allotments and/or other distributions;

THAT any fractional entitlements under the Proposed Bonus Issue of RCPS and any fractional new Shares arising from the conversion of the RCPS shall be disregarded and dealt with in such manner as the Directors deems fit and expedient and to be in the best interests of the Company;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Bonus Issue of RCPS.”

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF AMPROP FROM RM500 MILLION COMPRISING ONE (1) BILLION SHARES TO RM600 MILLION COMPRISING 900 MILLION SHARES AND 300 MILLION RCPS OF RM0.50 EACH (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

“THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital of the Company be increased from RM500 million comprising one (1) billion Shares to RM600 million comprising 900 million Shares and 300 million RCPS of RM0.50 each;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION (“M&A”) OF AMPROP TO FACILITATE THE ISSUANCE OF THE RCPS AND THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED M&A AMENDMENTS”)**

“THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the proposed amendments to the M&A of the Company as set out in Appendix II of the circular to shareholders of AMPROP dated 13 August 2014 be and are hereby approved;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed M&A Amendments.”

By Order of the Board

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

Petaling Jaya  
13 August 2014

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 27 August 2014 shall be eligible to attend, speak and vote at the EGM.
2. A member of the Company entitled to attend and vote at the EGM 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 EGM 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 EGM or any adjournment thereof.