

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Plenitude Berhad (“Plenitude” or the “Company”) will be held at Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 21 May 2015 at 3.00 p.m. for the purpose of considering and, if thought fit, passing, with or without any modification, the following resolution:-

ORDINARY RESOLUTION

CONDITIONAL TAKE-OVER OFFER BY PLENITUDE TO ACQUIRE ALL THE ORDINARY SHARES OF RM1.00 EACH IN THE NOMAD GROUP BHD (“TNGB”) (“OFFER SHARES”) AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN PLENITUDE AT AN ISSUE PRICE OF RM2.50 EACH (“CONSIDERATION SHARES”), WHERE EACH HOLDER OF THE OFFER SHARES (“HOLDERS”) WHO ACCEPTS THE OFFER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED (“PROPOSED OFFER” OR “OFFER”)

“**THAT** subject to Plenitude having received, before the close of the Offer, valid acceptances (provided that such acceptances are not, where permitted, subsequently withdrawn) by the Holders in respect of the Offer Shares which would result in Plenitude holding more than 50% of the voting shares of TNGB and the approvals of the relevant authorities being obtained, authority be and is hereby given to the Board of Directors of Plenitude (“**Board**”) to carry out and proceed to acquire the Offer Shares from the Holders at an offer price of RM1.25 per Offer Share to be satisfied through the issuance of Consideration Shares at an issue price of RM2.50 each, where each Holder who accepts the Offer will receive one (1) Consideration Share for every two (2) Offer Shares surrendered;

THAT subject to the approvals of the relevant authorities being obtained, authority be and is hereby given to the Directors of Plenitude to issue and allot up to 11,533,769 Consideration Shares at any time to such persons pursuant to the Offer in accordance with the terms and conditions contained in the Offer Document dated 6 May 2015;

THAT the Consideration Shares shall, upon issue and allotment, rank pari passu in all respects with the then existing Plenitude Shares, save and except that the holders of such Consideration Shares shall not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment of such Consideration Shares;

AND THAT in order to implement, complete and give full effect to the Proposed Offer, approval be and is hereby given to the Board to do or to procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of Plenitude, all such documents as it may deem necessary, expedient and/or appropriate to implement, complete and give full effect to the Proposed Offer, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Offer and in the best interest of Plenitude.”

By Order of the Board
PLENITUDE BERHAD

WONG KEO ROU (MAICSA 7021435)
Company Secretary

Kuala Lumpur
6 May 2015

Notes:-

1. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
3. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
6. To be valid, this form, duly completed must be deposited at the registered office of the Company not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 May 2015, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.