

# KELADI MAJU BERHAD

(Company No. : 154232-K) (Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Ninth Annual General Meeting (“29<sup>th</sup> AGM”) of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1<sup>st</sup> Floor, Sports Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 25 June 2015 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

### AGENDA

1. To lay before the meeting the Audited Financial Statements of the Group and the Company for the financial year ended 31 January 2015 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
2. To approve the payment of a first and final dividend of 2% per ordinary share of RM0.10 each under single tier system in respect of the financial year ended 31 January 2015. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees in respect of the financial year ended 31 January 2015. **Ordinary Resolution 2**
4. (i) To re-elect the following Directors retiring in accordance with Article 85 of the Company’s Articles of Association:-  
(a) Dato’ Ir Chuah Chin Ah JP **Ordinary Resolution 3(a)**  
(b) Ms Tan Ching Ching **Ordinary Resolution 3(b)**  
(ii) To re-appoint Tan Sri Dato’ Tan Hua Choon as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 3(c)**
5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
6. **As Special Business**  
**PROPOSED CHANGE OF THE COMPANY’S NAME FROM “KELADI MAJU BERHAD” TO “JKG LAND BERHAD” (“PROPOSED CHANGE OF NAME”)**  
  
“THAT the name of the Company be changed from “Keladi Maju Berhad” to “JKG Land Berhad” with effect from the date of issuance of the Certificate of Incorporation on Change of Name of Company by the Companies Commission of Malaysia.” **Special Resolution**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the 29<sup>th</sup> AGM, a first and final dividend of 2% per ordinary share of RM0.10 each under single tier system will be paid on 30 July 2015 to depositors registered in the Record of Depositors of the Company as at 9 July 2015.

A depositor shall qualify for entitlement only in respect of:-

- a. Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 9 July 2015 in respect of ordinary transfers; and
- b. Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Lim Lai Sam (MAICSA NO. 0877479)  
Lim Geok Heok (MACS NO. 00951)  
Secretaries

Kuala Lumpur  
3 June 2015

### Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint 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 securities account.

Where a member of the Company 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.

Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

4. The Proxy Form shall be deposited with the Company's Share Registrar, Messrs Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

#### **Explanatory Note A**

This Agenda item is meant for discussion only. Under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

#### **Explanatory Note on Special Business**

##### **Special Resolution - Proposed Change of Name**

The Proposed Special Resolution is to seek shareholders' approval for the proposed change of Company's name from "Keladi Maju Berhad" to "JKG Land Berhad". The Proposed Change of Name is made in line with the Group's strategy to grow and expand its property development portfolio beyond the state of Kedah following the recent acquisition of nine parcels of freehold and leasehold lands all located at prime location of Jalan Segambut, Kuala Lumpur. The change of name will better reflect the Group's fleet of development projects under its flagship so that the public would easily associate the Group's projects with the Group and to complement the branding exercise of the Group's projects.

The Proposed Change of Name, if approved, will change the Company's name from "Keladi Maju Berhad" to "JKG Land Berhad" with effect from the date of issuance of the Certificate of Incorporation on Change of Name of Company by the Companies Commission of Malaysia.