

PLENITUDE

(531086-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("15th AGM") of **PLENITUDE BERHAD** will be held at Platinum Ballroom, Novotel Kuala Lumpur City Centre, No. 2, Jalan Kia Peng, 50450 Kuala Lumpur on **Wednesday, 4 November 2015 at 2:30 p.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2015 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
- To declare a Final Single Tier Dividend of 4.5 sen per share for the year ended 30 June 2015 as recommended by the Directors. (Ordinary Resolution 2)
- To approve the sum of RM156,000 for payment as Directors' fees in respect of the financial year ending 30 June 2016. (Ordinary Resolution 3)
- To re-elect Mr. Ir. Teo Boon Keng who retires pursuant to Article 86 of the Company's Articles of Association. (Ordinary Resolution 4)
Puan Rashidah Binti Abdullah who retires pursuant to Article 86 of the Company's Articles of Association, has expressed her intention of not seeking re-election. Hence, she will retain office until the conclusion of the 15th AGM.
- To re-elect the following Directors who retire pursuant to Article 93 of the Company's Articles of Association:-
 - Datuk Mohd Nasir bin Ali (Ordinary Resolution 5)
 - Mr. Lok Bah Bah @ Loh Yeow Boo (Ordinary Resolution 6)
 - Mr. Tee Kim Chan (Ordinary Resolution 7)
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

7. Proposed Retention of Independent Director

- To retain Mr. Tan Kak Teck as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012. (Ordinary Resolution 9)
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and 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 forthcoming 15th Annual General Meeting, a Final Single Tier Dividend of 4.5 sen per share will be paid on 18 November 2015 to the shareholders whose names appear in the Record of Depositors at the close of business on 6 November 2015.

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

- shares transferred to the Depositor's Securities Account before 4:00 p.m. on 6 November 2015 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

PLENITUDE BERHAD

WONG KEO ROU (MAICSA 7021435)

Company Secretary

Kuala Lumpur
12 October 2015

Notes:-

- 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.
- 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.
- 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.
- 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.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- To be valid, this form, duly completed must be deposited at the registered office of the Company at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof. Fax copies of the duly completed Forms of Proxy are not acceptable. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 October 2015, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes on Special Business:-

Ordinary Resolution 9 - Proposed Retention as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012

Mr. Tan Kak Teck was appointed as Independent Non-Executive Director of the Company on 15 July 2003 and has served more than nine (9) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. Therefore, the Board considers him to be independent and believes that he should be retained as Independent Non-Executive Director.