

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Malton Berhad (“Malton” or “Company”) will be held at Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 November 2015 at 10.00 a.m., or immediately after the conclusion of the Twentieth (20<sup>th</sup>) Annual General Meeting of the Company which will be held on the same date at the same venue, whichever is the later, or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A NEW EMPLOYEE’S SHARE OPTION SCHEME (“ESOS”) OF UP TO FIFTEEN PERCENT (15%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF MALTON (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE NEW ESOS FOR THE ELIGIBLE PERSONS OF THE COMPANY AND ITS SUBSIDIARIES (WHICH ARE NOT DORMANT) (“PROPOSED NEW ESOS”)**

“THAT, subject to the approval of all relevant authorities and/or parties (if required) being obtained, approval and authority be and is hereby given to the Company and the Board of Directors of Malton (“Board”) to:-

- (a) establish and administer the Proposed New ESOS which involves granting of the options (“ESOS Options”), to the eligible directors and employees of Malton and its subsidiaries which are not dormant (“Malton Group” or “Group”) in accordance with the draft by-laws governing the Proposed New ESOS (“By-Laws”), as set out in Appendix I of the Circular to Shareholders dated 30 October 2015 (“Circular”), and to give full effect to the Proposed New ESOS with the full power to assent to any condition, variation, modification and/or amendments as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (b) offer and grant ESOS Options under the Proposed New ESOS and to allot and issue from time to time such number of new ordinary shares of RM1.00 each in Malton (“Malton Shares” or “Shares”) as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed New ESOS provided that the total number of new Malton Shares to be issued under the Proposed New ESOS shall not exceed fifteen percent (15%) of the total issued and paid-up capital of Malton (excluding treasury shares, if any) at any one time throughout the duration of the Proposed New ESOS and that such new Shares will, upon allotment and issuance, rank *pari passu*, in all respects with the then existing Malton Shares, except that the new Malton Shares so issued shall not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the date of allotment of such new Malton Shares;
- (c) do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new Malton Shares which may from time to time be allotted and issued pursuant to the Proposed New ESOS; and
- (d) amend and modify the By-Laws for the Proposed New ESOS from time to time provided such modifications and/or amendments are effected in accordance with provisions of the By-Laws relating to amendments and/or modifications;

**AND THAT**, the Board be and is hereby authorised to do all acts and things and enter into any transactions, agreements, deeds, documents or arrangements, make rules, regulations or impose terms and conditions or delegate part of its power as may be necessary or desirable for giving full effect to the Proposed New ESOS.”

**ORDINARY RESOLUTION 2**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI LIM SIEW CHOON**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Tan Sri Lim Siew Choon**, being the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Tan Sri Lim Siew Choon**, as long as **Tan Sri Lim Siew Choon** either singly or collectively through persons connected with him (as defined in the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 3**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO GUIDO PAUL PHILIP JOSEPH RAVELLI**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Guido Paul Philip Joseph Ravelli**, being the Deputy Chairman/ Independent Non-Executive Director of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Guido Paul Philip Joseph Ravelli**, as long as **Guido Paul Philip Joseph Ravelli** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 4**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO PUAN SRI TAN KEWI YONG**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Puan Sri Tan Kewi Yong**, being the Executive Director and major shareholder of the Company, ESOS Option to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to her under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Puan Sri Tan Kewi Yong**, as long as **Puan Sri Tan Kewi Yong** either singly or collectively through persons connected with her (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 5**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO CHUA THIAN TECK**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Chua Thian Teck**, being the Executive Director of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Chua Thian Teck**, as long as **Chua Thian Teck** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 6**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO HONG LAY CHUAN**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Hong Lay Chuan**, being the Executive Director of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Hong Lay Chuan**, as long as **Hong Lay Chuan** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 7**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO HJ AHMAD BIN HJ ISMAIL, PJK**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Hj Ahmad Bin Hj Ismail, PJK**, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares

as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Hj Ahmad Bin Hj Ismail, PJK**, as long as **Hj Ahmad Bin Hj Ismail, PJK** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 8**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN PENG SHEUNG**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Tan Peng Sheung**, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Tan Peng Sheung**, as long as **Tan Peng Sheung** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 9**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK LIM CHON HOO**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Datuk Lim Chon Hoo**, being a person connected to Tan Sri Lim Siew Choon, the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Datuk Lim Chon Hoo**, as long as **Datuk Lim Chon Hoo** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 10**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM CHOON HUAT**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Lim Choon Huat**, being a person connected to Tan Sri Lim Siew Choon, the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Lim Choon Huat**, as long as **Lim Choon Huat** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 11**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM SIEW WENG**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Lim Siew Weng**, being a person connected to Tan Sri Lim Siew Choon, the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Lim Siew Weng**, as long as **Lim Siew Weng** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 12**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM SIEW FAI**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Lim Siew Fai**, being a person connected to Tan Sri Lim Siew Choon, the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to him under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Lim Siew Fai**, as long as **Lim Siew Fai** either singly or collectively through persons connected with him (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**ORDINARY RESOLUTION 13**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM SIEW LEE**

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Lim Siew Lee**, being a person connected to Tan Sri Lim Siew Choon, the Executive Chairman and major shareholder of the Company, ESOS Options to subscribe for new Malton Shares under the Proposed New ESOS and if such ESOS Options are accepted and exercised, to allot and issue such number of new Malton Shares as may be required to be issued to her under the Proposed New ESOS, in accordance with the provisions of the By-Laws, provided that at any one time when an offer is made:-

- (a) not more than seventy percent (70%) of the ESOS Options available under the scheme shall be allocated, in aggregate, to the directors and senior management of the Group; and
- (b) not more than ten percent (10%) of the total number of ESOS Options shall be allocated to **Lim Siew Lee**, as long as **Lim Siew Lee** either singly or collectively through persons connected with her (as defined in the Listing Requirements, holds twenty percent (20%) or more of the issued and paid-up share capital of Malton (excluding treasury shares, if any);

**AND**, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS.”

**By Order of the Board**  
**MALTON BERHAD**

HOR SHIOW JEI  
Company Secretary  
Kuala Lumpur

30 October 2015

**Notes:-**

1. A member of the Company entitled to attend and vote, is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his stead. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify in the instrument appointing the proxies the proportions of his shareholdings to be presented by each proxy PROVIDED that in the case of a vote by show of hands, only one of the proxies shall be entitled to vote.
2. The proxy form must be signed by the appointer or his attorney duly authorized in writing or in the case of corporation, executed under its common seal or by a duly authorized attorney.
3. All proxy forms must be deposited at the Registered Office of the Company at 19-0, Level 19, Pavilion Tower, 75, Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
4. Only members registered in the Record of Depositors as at 18 November 2015 shall be eligible to attend the Extraordinary General Meeting of the Company or appoint a proxy to attend and vote on his/her behalf.