

**NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting of **MALTON BERHAD** ("Company") will be held at Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 November 2015 at 9.00 a.m. for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS**

1. To lay the Financial Statements of the Company for the year ended 30 June 2015 together with the Directors' Report and Report of the Auditors thereon
2. To approve first and final single-tier dividend of 3% for every ordinary share of RM1.00 each in respect of the year ended 30 June 2015
3. To approve the payment of directors' fees of RM144,000 for the year ended 30 June 2015
4. To re-elect Tan Sri Lim Siew Choon who retires by rotation pursuant to Article 100 of the Company's Articles of Association and being eligible, offered himself for re-election
5. To re-elect Puan Sri Tan Kewi Yong who retires by rotation pursuant to Article 100 of the Company's Articles of Association and being eligible, offered herself for re-election
6. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:  
"THAT Hj Ahmad Bin Hj Ismail, PJK who retires pursuant to Section 129(6) of the Companies Act, 1965 be re-appointed a Director of the Company to hold office until the next annual general meeting."
7. To appoint Messrs Deloitte who have indicated their willingness, as Auditors of the Company in place of the retiring Messrs Deloitte & Touche, and to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**

**Ordinary Resolution 6**

**SPECIAL BUSINESS**

8. Authority for Directors of the Company ("Directors") to issue shares pursuant to Section 132D of the Companies Act, 1965  
"THAT, subject always to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

**Ordinary Resolution 7**

**9. Proposed Renewal of Authority for Share Buy Back**

"THAT, subject to compliance with the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to allocate an amount not exceeding the aggregate sum of retained earnings and share premium reserve of the Company available for the purpose of and to purchase such amount of ordinary shares of RM1.00 each in the Company ("Proposed Renewal of Authority for Share Buy Back") as may be determined by the Directors of the Company ("Directors") provided that the aggregate number of shares purchased and/or held as Treasury Shares pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase.

**Ordinary Resolution 8**

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to deal with the said Shares in the following manner:-

- (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as Treasury Shares; or
  - (iii) retain part of the Shares so purchased as Treasury Shares and cancel the remainder; or
  - (iv) to resell the Treasury Shares on the Bursa Securities and/or distribute the Treasury Shares as dividends to the Company's shareholders and/or subsequently cancel the Treasury Shares or combination of the three;
- and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest and the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things deemed fit and expedient in the interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy Back contemplated and/or authorised by this Ordinary Resolution."

**Ordinary Resolution 9**

**10. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature in respect of Sale of Trading Stock Properties**

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature and with all classes of related parties in respect of sale of trading stock properties as stated in Section 3.4 of the Circular to Shareholders dated 30 October 2015 which are necessary for the Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of Malton Group (Malton and its subsidiaries) and on terms not more favourable to the related parties than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the renewal of shareholders' mandate during the financial year based on the following information:-
  - (i) the type of the recurrent related party transactions made; and
  - (ii) the names of the related parties involved in the recurrent related party transactions made and their relationship with the Company.

(c) and such approval shall continue to be in force until:

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**Ordinary Resolution 10**

**11. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature in respect of Construction Related Services and Project Management Services**

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature and with related parties which undertake property development activities in respect of construction related services and project management services as stated in Section 3.4 of the Circular to Shareholders dated 30 October 2015 which are necessary for the Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of Malton Group (Malton and its subsidiaries) and on terms not more favourable to the related parties than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the renewal of shareholders' mandate during the financial year based on the following information:-
  - (i) the type of the recurrent related party transactions made; and
  - (ii) the names of the related parties involved in the recurrent related party transactions made and their relationship with the Company.

(c) and such approval shall continue to be in force until:

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

BY ORDER OF THE BOARD

**HOR SHIOW JEI**

Company Secretary

Kuala Lumpur

Dated: 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 proxies, he shall specify in the instrument appointing the proxies the proportions of his shareholdings to be represented 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 appointor or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or by a duly authorised attorney.
3. All proxy forms must be deposited at the Registered Office 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 Twentieth Annual General Meeting of the Company or appoint a proxy to attend and vote on his behalf.

**NOTICE OF DIVIDEND PAYMENT AND BOOK CLOSURE**

NOTICE IS HEREBY GIVEN THAT first and final single-tier dividend of 3% for every Ordinary Share of RM1.00 each in respect of the year ended 30 June 2015 if approved by the shareholders of the Company at the Twentieth Annual General Meeting to be held on Wednesday, 25 November 2015, will be paid on Friday, 29 January 2016 to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on Thursday, 31 December 2015.

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

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 31 December 2015 in respect of ordinary transfers; and
- (b) 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

**HOR SHIOW JEI**

Company Secretary

Kuala Lumpur

Dated: 30 October 2015

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

**ORDINARY RESOLUTION 7**

Ordinary Resolution 7 is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will primarily give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion, without convening a general meeting, for the purpose of raising funds for working capital and/or strategic development of Malton Berhad and/or its subsidiaries. This mandate sought is a renewal of the mandate obtained from the shareholders at the Nineteenth Annual General Meeting of the Company held on 20 November 2014 which will expire at the conclusion of the Twentieth Annual General Meeting of the Company to be held on 25 November 2015.

Pursuant to the general mandate obtained at the Nineteenth Annual General Meeting, the Company had undertaken a private placement from which a total proceeds of RM20 million was raised from the issuance of 20 million ordinary shares of RM1.00 each at par. As at the date of this notice, the total proceeds has been fully utilised for working capital purposes of RM19,893,600 and disbursement of the private placement expenses of RM106,400.

**ORDINARY RESOLUTION 8**

The proposed Ordinary Resolution 8, if passed, will enable the Company to allocate an amount not exceeding the aggregate sum of retained earnings and share premium reserve of the Company available for the purchase of ordinary shares of RM1.00 each in the Company to be determined by the Directors of the Company provided that the aggregate number of shares purchased and/or held as Treasury Shares pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up capital of the Company at the time of purchase. This authority, unless revoked or varied by resolution passed by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earliest.

**ORDINARY RESOLUTIONS 9 AND 10**

The proposed Ordinary Resolutions 9 and 10, if passed, will enable the Company and its subsidiaries ("Group") to enter into any of the recurrent related party transactions of a revenue or trading nature set out in the Circular to Shareholders of the Company dated 30 October 2015 which are necessary for the Group's day-to-day operations. This authority, unless revoked or varied by resolution passed by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earliest.