



KELINGTON GROUP BERHAD
(Company No. 501386-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kelington Group Berhad ("**Kelington**" or the "**Company**") will be held at Green 2 (Club House) Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 13 June 2017 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Seventeenth Annual General Meeting of the Company which will be held on the same date at the same venue, whichever shall be the later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications as shall be determined upon at such meeting:

ORDINARY RESOLUTION 1

PROPOSED TERMINATION OF THE COMPANY'S EXISTING EMPLOYEES' SHARE OPTION SCHEME ("PROPOSED ESOS TERMINATION")

THAT, subject to the passing of Ordinary Resolution 2, the consent of the option holders of the Existing ESOS and the implementation of the proposed establishment of a new employees' share scheme, the Board of Directors of the Company ("**Board**") is hereby authorised to terminate the Existing ESOS which was implemented on 2 November 2010.

AND THAT the Board be and are hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as may be required by the relevant regulatory authorities."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE SCHEME OF UP TO SEVEN PERCENT (7%) OF THE ISSUED SHARES OF KELINGTON (EXCLUDING TREASURY SHARES) FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF KELINGTON AND ITS SUBSIDIARIES ("PROPOSED ESS")

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained for the Proposed ESS, the Board be and is hereby authorised:-

- to establish, implement, and administer the Proposed ESS which comprises a share grant scheme for the benefit of the eligible employees and Directors (including Non-Executive Directors) of the Company and its subsidiaries which are not dormant ("**Group**") who meets the criteria of eligibility for participation in the Proposed ESS ("**Eligible Employees**") to be administered by a committee to be appointed by the Board ("**ESS Committee**") in accordance with the draft By-Laws of the Proposed ESS ("**By-Laws**") which is set out in Appendix I of this Circular to Shareholders dated 19 May 2017 ("**Circular**");
- to allot and issue and/or procure for delivery from time to time such number of Shares or new Shares which may be made available under the Proposed ESS, provided that the maximum number of Shares to be allotted and issued pursuant to the Proposed ESS shall not at any point in time in aggregate exceed seven percent (7%) of the issued shares of the Company (excluding treasury shares) and that such Shares shall upon issuance and allotment, rank pari passu in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the new Shares;
- to appoint a trustee ("**Trustee**") to facilitate the implementation of the Proposed ESS (if required);
- to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time to the Trustee, to enable the Trustee to, amongst others, acquire, subscribe for, transfer and/or dispose of ordinary shares in the Company ("**Shares**") and/or payment of equivalent cash value to the Eligible Employee, to the extent permitted by law for the purpose of the implementation and administration of the Proposed ESS;
- to extend the duration of the Proposed ESS, to add, modify and/or amend the Proposed ESS and/or the By-Laws from time to time as may be required/permitted by the relevant authorities or deemed necessary by the relevant authorities or the Board or ESS Committee provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements, and agreements, deeds, or undertakings (including but not limited to the trust deed with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to consent and to adopt such conditions, modifications, variations and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

AND FURTHER THAT the proposed By-Laws of the Proposed ESS, as set out in Appendix I of the Circular, be and is hereby approved."

ORDINARY RESOLUTION 3

PROPOSED GRANT TO IR. GAN HUNG KENG, CHAIRMAN/CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Ir. Gan Hung Keng, Chairman/Chief Executive Officer of the Company, up to a maximum of 1,977,869 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

ORDINARY RESOLUTION 4

PROPOSED GRANT TO ONG WENG LEONG, EXECUTIVE DIRECTOR/CHIEF OPERATING OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Ong Weng Leong, Executive Director/Chief Operating Officer of the Company, up to a maximum of 1,977,869 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

ORDINARY RESOLUTION 5

PROPOSED GRANT TO CHAN THIAN KIAT, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Chan Thian Kiat, Senior Independent Non-Executive Director of the Company, up to a maximum of 74,170 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

ORDINARY RESOLUTION 6

PROPOSED GRANT TO TAN CHUAN YONG, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Tan Chuan Yong, Senior Independent Non-Executive Director of the Company, up to a maximum of 74,170 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

ORDINARY RESOLUTION 7

PROPOSED GRANT TO VICE ADMIRAL (RETIRED) DATUK HAJI JAMIL BIN HAJI OSMAN, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Vice Admiral (Retired) Datuk Haji Jamil bin Haji Osman, Independent Non-Executive Director of the Company, up to a maximum of 74,170 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

ORDINARY RESOLUTION 8

PROPOSED GRANT TO SOO YUIT WENG, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

THAT, subject to the passing of the Ordinary Resolution 1 and 2, the Directors of the Company be and are hereby authorised at any time and from time to time grant to Soo Yuit Weng, Independent Non-Executive Director of the Company, up to a maximum of 74,170 Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the Shares available under the Proposed ESS shall be allocated to any eligible Director or employee who, either singly or collectively through persons connected with the eligible Director or employee, holds twenty percent (20%) or more of the issued shares of the Company, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular."

By Order of the Board

KELINGTON GROUP BERHAD

LIM LEE KUAN (MAICSA No. 7017753)

TEO MEE HUI (MAICSA No. 7050642)

Company Secretaries

Dated: 19 May 2017

Notes:

- A member may appoint up to two (2) proxies to attend and vote at the meeting. If a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint at least one (1) 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 of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10th Floor, Menara Hang Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Paragraph 50(f) of the Constitution of the Company, a Record of Depositors as at 6 June 2017 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.