

PLENITUDE

PLENITUDE BERHAD (531086-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth (17th) Annual General Meeting of PLENITUDE BERHAD will be held at Platinum Ballroom, Novotel Kuala Lumpur City Centre, No. 2, Jalan Kia Peng, 50450 Kuala Lumpur on **Friday, 27 October 2017** at **3.00 p.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2017 and the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 10)**
- To declare a Final Single Tier Dividend of 4.5 sen per share for the financial year ended 30 June 2017 as recommended by the Directors. **(Ordinary Resolution 1)**
- To approve the sum of RM150,000 for payment as Directors' fees in respect of the financial year ending 30 June 2018 (RM128,000 for the financial year ended 30 June 2017) which represents an increase from the previous financial year. **(Ordinary Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 86 of the Company's Articles of Association:-
 - Datuk Mohd Nasir bin Ali **(Ordinary Resolution 3)**
 - Ir. Teo Boon Keng **(Ordinary Resolution 4)**
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

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

- Payment of Meeting Allowance for Non-Executive Directors**

"THAT the meeting allowance payable to Non-Executive Directors of the Company up to a sum of RM42,500 for the period from 31 January 2017 until the next Annual General Meeting of the Company be approved and ratified." **(Ordinary Resolution 6)**
- Proposed Retention of Independent Director**

"THAT Mr. Tan Kak Teck who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years be retained and remain as an Independent Non-Executive Director of the Company." **(Ordinary Resolution 7)**
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the forthcoming 17th Annual General Meeting, a Final Single Tier Dividend of 4.5 sen per share will be paid on 10 November 2017 to the shareholders whose names appear in the Record of Depositors at the close of business on 3 November 2017.

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

- shares transferred to the Depositor's Securities Account before 4.00 p.m. on 3 November 2017 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

REBECCA LEE EWE AI (MAICSA 0766742)
WONG YUET CHYN (MAICSA 7047163)
Company Secretaries

Kuala Lumpur
5 October 2017

Notes:-

- Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A proxy may but need not be a member of 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, 1991, 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 appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion 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 19 October 2017, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes on Ordinary Business

- Audited Financial Statements for the financial year ended 30 June 2017

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.
- Ordinary Resolution 1 - Final Single Tier Dividend

With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 20 September 2017, the Board of Directors ("the Board") had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Board is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 10 November 2017 in accordance with the requirements under Sections 132(2) and (3) of the Companies Act 2016.

Explanatory Notes on Special Business

- Ordinary Resolution 6 - Meeting Allowance for Non-Executive Directors

The meeting allowance of RM500 per meeting is payable to each Non-Executive Director, where applicable, for their attendance of Board and Committee meetings.
- Ordinary Resolution 7 - 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 and remain as Independent Non-Executive Director.