



AMCORP PROPERTIES BERHAD

(Company No. 6386-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Amcorp Properties Berhad (“**AMPROP**” or the “**Company**”) will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Friday, 9 February 2018 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,066,428,571 NEW CLASS B REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN AMPROP (“RCPS B”) TO RAISE GROSS PROCEEDS OF UP TO RM597.2 MILLION (“PROPOSED RIGHTS ISSUE”)

“**THAT**, subject to the passing of the Special Resolution, and the approvals of all relevant authorities and/or parties being obtained:

- (a) the Proposed Rights Issue of RCPS B, based on the terms provided in Section 2.1 of the circular to shareholders of the Company dated 18 January 2018 (“**Circular**”), be and is hereby approved;
- (b) the utilisation of proceeds from the Proposed Rights Issue of RCPS B, as detailed in Section 5 of the Circular, be and is hereby approved; and
- (c) the Board of Directors of AMPROP (“**Board**”) be and is hereby empowered and authorised to:
 - (i) allot and issue by way of renounceable rights issue of the RCPS B at such price and entitlement basis to be determined and announced later by the Board to the entitled shareholders of the Company whose names appear in the Record of Depositors on the entitlement date to be determined later by the Board, to raise gross proceeds of up to RM597.2 million;
 - (ii) deal with any fractional entitlements of the RCPS B arising from the Proposed Rights Issue, in such manner as the Board, in its absolute discretion, deems fit and expedient, and to be in the best interest of the Company (including to disregard any fractional entitlements that arise, and to include such fractional entitlements in the pool of excess RCPS B to be made available for excess applications);
 - (iii) make available for excess applications for the entitled shareholders and/or their renounee(s) who have applied for the excess RCPS B and allocate such excess on a fair and equitable basis, as will be determined by the Board and set out in the abridged prospectus to be issued;
 - (iv) vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, and in the best interest of the Company, subject to (where required) the approval of the relevant authorities; and
 - (v) allot and issue up to 1,066,428,571 new ordinary shares in AMPROP (“**AMPROP Shares**”), credited as fully paid-up, to the holders of the RCPS B arising from any conversion of the RCPS B (“**Conversion Shares**”), from time to time, in accordance with the provisions of the Company’s Constitution and to deal with any fractional Conversion Shares arising from such conversion, in such manner as the Board, in its absolute discretion, deems fit and expedient, and to be in the best interest of the Company.

THAT the RCPS B shall, upon allotment and issuance, rank equally amongst each other and that the Conversion Shares shall, upon allotment and issuance, rank equally in all respects with the then existing AMPROP Shares, save and except that the holder of such Conversion Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions unless the allotment and issue of the Conversion Shares are made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement and complete the Proposed Rights Issue, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection therewith in order to give full effect to the Proposed Rights Issue.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF AMPROP (“PROPOSED AMENDMENTS”)

“**THAT**, subject to the passing of the Ordinary Resolution and the approvals of all relevant authorities and/or parties (if required) being obtained, the proposed amendments to the Constitution of the Company as set out in Appendix I of the Circular be and are hereby approved;

AND THAT the Board be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company all documents as the Board may consider necessary, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Amendments.”

By Order of the Board

JOHNSON YAP CHOON SENG (MIA 20766)

CHUA SIEW CHUAN (MAICSA 0777689)

Secretaries

Petaling Jaya
18 January 2018

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 2 February 2018 shall be eligible to attend, speak and vote at the EGM.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting and a member who appoints two (2) proxies shall specify the proportion of his shareholdings to be represented by each proxy.
4. Where a proxy is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said account.
5. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
6. The instrument appointing a proxy in the case of an individual, shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be completed, signed and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.