

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of Amverton Berhad (Formerly Known as A & M Realty Berhad) ("the Company") will be held at Bukit Kemuning Golf & Country Resort, Lot 6031, Batu 7, Bukit Kemuning, 42450 Shah Alam, Selangor Darul Ehsan on Thursday, 21 June 2018, at 11.00 a.m. for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS:**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017.
2. To re-elect the following Directors who retire by rotation in accordance with Article 100 of the Company's Constitution, and being eligible, offer themselves for re-election:
  - (i) Tan Sri Dato' Dr. Sak Cheng Lum
  - (ii) Mat Ripen Bin Mat Elah
  - (iii) Tan Jiu See
3. To re-elect Ooi Hun Yong who retires in accordance with Article 83 of the Company's Constitution and being eligible, offers himself for re-election.
4. To approve the payment of Directors' fees and benefits up to an amount of RM180,000 from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting.
5. To re-appoint Messrs. HLB Ler Lum, as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.

**Please refer to Note 2.**

**RESOLUTION 1  
RESOLUTION 2  
RESOLUTION 3  
RESOLUTION 4  
RESOLUTION 5**

**RESOLUTION 6**

**AS SPECIAL BUSINESS:**

To consider and, if thought fit, pass the following Ordinary Resolutions:

**6. ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and the Constitution of the Company and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion 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 the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**RESOLUTION 7**

**7. ORDINARY RESOLUTION**

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

"THAT, subject always to the Companies Act, 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant regulatory authority, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities ("Proposed Share Buy-Back") upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that:

**RESOLUTION 8**

- (a) the maximum number of shares which may be purchased by the Company shall not exceed ten per cent (10%) of the total issued share capital of the Company at any point of time;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the aggregate of the retained earnings of the Company;
- (c) the authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:
  - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the authority 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 of the Company is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by shareholders in general meeting, whichever occurs first.
- (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:
  - (i) to cancel the shares so purchased;
  - (ii) to retain the shares so purchased as Treasury Shares;
  - (iii) to distribute the Treasury Shares as dividends to shareholders;
  - (iv) to resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and
  - (v) any combination of the above (i), (ii), (iii) and (iv).

AND THAT authority be and is hereby given unconditionally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository accounts) under the Securities Industry (Central Depositories) Act, 1991 to implement or to effect the purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

**8. ORDINARY RESOLUTIONS**

**PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

- (i) "THAT Ooi Hock Guan be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine (9) years."
- (ii) "THAT Tan Sri Dato' Dr. Sak Cheng Lum be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years."
- (iii) "THAT Mat Ripen Bin Mat Elah be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years."
- (iv) "THAT Tan Jiu See be and is hereby retained as an Independent Non-Executive Director of the Company and she shall continue to act as an Independent Non-Executive Director, notwithstanding that she has been on the Board of the Company for cumulative term of more than twelve (12) years."

**RESOLUTION 9**

**RESOLUTION 10**

**RESOLUTION 11**

**RESOLUTION 12**

9. To transact any other business of the Company of which due notice shall have been received.

**BY ORDER OF THE BOARD**

**CHEAM TAU CHERN**

Company Secretary  
(MIA 18593)  
Klang  
30 April 2018

**NOTES:**

1. **Proxy**
  - 1.1 A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
  - 1.2 In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of its attorney.
  - 1.3 Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
  - 1.4 Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("ombus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombus account it holds.
  - 1.5 The instrument appointing the proxy must be deposited at the Registered Office of the Company at No 22C, Jalan Gelugor, 41050 Klang, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or adjournment thereof.
  - 1.6 Only members whose names appear in the Record of Depositors as at 14 June 2018 will be entitled to attend and vote at the meeting.
  - 1.7 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 28<sup>th</sup> AGM will be put to vote on a poll.
2. **Audited Financial Statements for financial year ended 31 December 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 for voting.
3. **Ordinary Resolution 7 – Authority for Directors to Allot and Issue Shares**  
Ordinary Resolution 7, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the Twenty-Seventh Annual General Meeting held on 15 June 2017, the mandate of which will lapse at the conclusion of the Twenty-Eighth Annual General Meeting to be held on 21 June 2018.
4. **Ordinary Resolution 8 – Proposed Renewal of Authority for the Company to Purchase its Own Shares**  
The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained earnings of the Company. Further information on this resolution is set out in the Proposed Renewal of the Share Buy-Back Statement dated 30 April 2018, which is sent out together with the Company's 2017 Annual Report.
5. **Ordinary Resolution 9 – Proposed Retention of Independent Non-Executive Directors**  
The Board through the Nominating Committee ("NC"), has determined that Ooi Hock Guan is fair and impartial in carrying out his duties to the Company. As a Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. He also possesses vast professional experience and brings the right mix of skills to the Board. The Board therefore, endorsed the NC's recommendation for him to be retained as an Independent Director. Shareholders' approval for Ordinary Resolution 9 will be sought on a single-tier voting basis.
6. **Ordinary Resolutions 10, 11 and 12 – Proposed Retention of Independent Non-Executive Directors**
  - (i) **Tan Sri Dato' Dr. Sak Cheng Lum**  
The Board had assessed the independence of Tan Sri Dato' Dr. Sak Cheng Lum and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his leadership quality, and knowledge and experiences will continue to contribute positively to the proceedings of the Board and the Board Committees. The Board therefore endorsed the NC's recommendation for him to be retained as an Independent Non-Executive Director.
  - (ii) **Mat Ripen Bin Mat Elah**  
The Board had assessed the independence of Mat Ripen Bin Mat Elah and is satisfied that he is fair and impartial in carrying out his duties to the Company. As a Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. The Board therefore endorsed the NC's recommendation for him to be retained as an Independent Non-Executive Director.
  - (iii) **Tan Jiu See**  
The Board had assessed the independence of Tan Jiu See and is satisfied that she can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes her expertise in corporate and legal matters, and knowledge and experiences in the industry will continue to contribute positively to the proceedings of the Board and the Board Committees. The Board therefore endorsed the NC's recommendation for her to be retained as an Independent Non-Executive Director. Shareholders' approval for Ordinary Resolutions 10, 11 and 12 will be sought on a two-tier voting basis.