

SELANGOR PROPERTIES BERHAD

(Company No.: 5199-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Selangor Properties Berhad will be held at Banquet Hall, 1st Floor, TPC Kuala Lumpur (Kuala Lumpur Golf & Country Club Berhad), 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 14 February 2019 at 9.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF SELANGOR PROPERTIES BERHAD ("SPB") UNDER SECTION 116 OF THE COMPANIES ACT, 2016 ("ACT") ("PROPOSED SCR")

THAT, subject to the relevant approvals being obtained from all relevant authorities and parties and subject to the confirmation of the High Court of Malaya ("**High Court**") pursuant to Section 116 of the Act, approval be and is hereby given to SPB to undertake and effect the Proposed SCR in the following manner:

- (i) to undertake a bonus issue of up to 382,093,338 new ordinary shares of SPB ("**SPB Share(s)**") ("**Bonus Shares**") to be issued as fully paid-up to all the shareholders of SPB (other than Kayin Holdings Sdn Bhd ("**Non-Entitled Shareholder**")") whose names appear in the Record of Depositors of SPB on the entitlement date to be determined and announced later by the board of directors of SPB ("**Board**") in respect of the Proposed SCR ("**Entitlement Date**") ("**Entitled Shareholders**"), by way of capitalising up to RM382,093,338 from the retained earnings of SPB, in order to increase the share capital of SPB up to a level which is sufficient for the capital reduction ("**Proposed Bonus Issue**"). The Proposed Bonus Issue is purely to facilitate the implementation of the Proposed SCR. The Non-Entitled Shareholder will waive its entitlement to the Bonus Shares to be issued pursuant to the Proposed Bonus Issue. The Bonus Shares issued under the Proposed Bonus Issue will be cancelled immediately after issuance to facilitate the implementation of the Proposed SCR. As such, the Bonus Shares will not be credited into the Central Depository System accounts of the Entitled Shareholders and will not be listed on the Official List of Bursa Malaysia Securities Berhad;
- (ii) immediately after the Proposed Bonus Issue, to undertake a selective capital reduction to cancel all SPB Shares, including the Bonus Shares, save for the SPB Shares which are held by the Non-Entitled Shareholder as at the Entitlement Date, and
- (iii) thereafter, to effect the capital repayment of RM6.30 in cash for each existing SPB Share held by the Entitled Shareholders on the Entitlement Date.

THAT pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to allot the Bonus Shares and to deal with any and all fractions of a share and of a share that may arise in connection with the Proposed Bonus Issue, where applicable, in the best interest of SPB;
- (iii) to file an application to seek the confirmation from the High Court for the reduction of share capital under Section 116 of the Act;
- (iv) to lodge a copy of the order of the High Court granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies pursuant to Section 116(6) of the Act on such date as the Board may determine;
- (v) subject to the confirmation of the High Court being granted pursuant to Section 116 of the Act with regard to the Proposed SCR and after the Proposed Bonus Issue, to effect the capital repayment of RM6.30 in cash for each SPB Share held by the Entitled Shareholders on the Entitlement Date;
- (vi) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interests of SPB or as a consequence of any requirements imposed by the relevant authorities, the High Court and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and
- (vii) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of SPB in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
CHOONG LEE WAH (MAICSA 7019418)
Company Secretaries

Selangor Darul Ehsan
22 January 2019

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies as his/her proxy or proxies to attend and vote in his/her stead. Where a member appoints 2 proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy.
2. Where a member of SPB is an Exempt Authorised Nominee which holds ordinary shares in SPB for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
3. A proxy need not be a member of SPB and a member may appoint any person to be his/her proxy without limitation.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation under its common seal, or the hand of its attorney or duly authorised officer or in some other manner approved by the Directors. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily certified copy of that power or authority shall be deposited at the Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the time for holding of the meeting or any adjournment thereof.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 7 February 2019 shall be eligible to attend the meeting or appointment proxy(ies) to attend and/or vote on his/her behalf.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the special resolution set out in the Notice of Extraordinary General Meeting will be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of SPB (i) consents to the collection, use and disclosure of the member's personal data by SPB (or its agents) for the purpose of the processing and administration by SPB (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for SPB (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to SPB (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by SPB (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify SPB in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.