

SELANGOR PROPERTIES BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Seventh Annual General Meeting ("57th AGM") of the Company will be convened and 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 Friday, 26 April 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 October 2018 together with the Directors' and Auditors' Reports thereon.
- To approve the increase of Directors' Fees of the Company and its subsidiary to RM328,084.00 for Independent Non-Executive Directors for the financial year ended 31 October 2018 and the payment thereof.
- To approve the Benefits Payable to the Independent Non-Executive Directors up to an aggregate amount of RM690,000.00 from 27 April 2019 until the next Annual General Meeting of the Company and the payment thereof.
- To re-elect Mr Stephen John Scudamore who is retiring pursuant to Article 92 of the Company's Articles of Association.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Dato' Zaibedah Binti Ahmad, who retire in accordance with Article 127 of the Company's Articles of Association, has expressed her intention not to seek re-election at the 57th AGM and will retire at the conclusion of the 57th AGM.

- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 4

As Special Business

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

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT the Mandate granted by the shareholders of the Company at the Annual General Meeting held on 28 February 2018 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiaries ("SPB Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 28 February 2019 ("Circular") with the related parties mentioned therein which are necessary for the SPB Group's day-to-day operations, be and is hereby renewed;

AND THAT the scope of such renewed mandate be and is hereby extended to apply to the recurrent transactions likewise of revenue or trading nature as set out in Section 2.4 of the Circular.

THAT the SPB Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-

- the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- the disclosure of the aggregate value of the transactions concluded during a financial year will be disclosed in the Annual Report for the said financial year.

THAT authority conferred by such renewed mandate will continue to be in force until:

- the conclusion of the next Annual General Meeting of SPB following the forthcoming Annual General Meeting at which the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is approved, at which time it will lapse, unless by a resolution(s) passed at the Annual General Meeting, the authority is again renewed;
 - the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

Ordinary Resolution 5

BY ORDER OF THE BOARD

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

Selangor Darul Ehsan
Date: 28 February 2019

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies as his/her proxy or proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy.
- 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 ("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.
- A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
- 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 notarially certified copy of that power or authority shall be deposited at the Share Registrar's Office of the Company 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 forty-eight (48) hours before the time for holding of the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 April 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 57th AGM will be put to vote by way of poll.

Explanatory Notes

- To receive the Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution 2 - Benefits Payable to the Independent Non-Executive Directors up to an aggregate amount of RM690,000.00 from 27 April 2019 until the next Annual General Meeting of the Company and the payment thereof.**
Section 230(1) of the Act requires the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries to be approved at a general meeting. In this respect, shareholders' approval will be sought at the 57th AGM for the payment of Benefits Payable up to an aggregate amount of RM690,000.00 to the Independent Non-Executive Directors for the period from 27 April 2019 until the next AGM of the Company in year 2020.
The Benefits Payable to the Independent Non-Executive Directors comprises meeting allowance, training allowance and gratuity payable to Dato' Zaibedah Binti Ahmad and Ong Liang Win, in recognition and appreciation to their contribution to the Company as well as their long and dedicated services to the Company.
In the event that the proposed Benefits Payable to the Independent Non-Executive Directors during the above period exceed the estimated amount sought at the forthcoming 57th AGM, approval will be sought at the next AGM for additional benefits to meet the shortfall.
- Ordinary Resolution 5 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The Ordinary Resolution 5, if passed, will allow the SPB Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the SPB Group or adversely affecting the business opportunities available to the SPB Group. The shareholders' mandate is subject to renewal on an annual basis.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (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 the Company (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 the Company (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 the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.