

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting of Amverton 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, 20 June 2019 at 11.00 a.m. for the purpose of transacting the following business:

**AS ORDINARY BUSINESS**

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| <p>1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.</p> <p>2. To re-elect the following Directors who retire by rotation in accordance with Article 100 of the Company's Constitution and who being eligible offer themselves for re-election:</p> <p style="margin-left: 20px;">(i) Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock</p> <p style="margin-left: 20px;">(ii) Puan Sri Datin Catherine Yeoh Eng Neo</p> <p style="margin-left: 20px;">(iii) Steven Junior Ng Kwee Leng</p> <p style="margin-left: 20px;">(iv) Malcolm Jeremy Ng Kwee Seng</p> <p>3. 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.</p> <p>4. To re-appoint Messrs. HLB Ler Lum as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to determine their remuneration.</p> | <p>Please refer to Note 2.</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> |
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**AS SPECIAL BUSINESS**

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| <p>To consider and if thought fit, to pass the following as Ordinary Resolutions:</p> <p>5. <b>AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO THE COMPANIES ACT 2016</b></p> <p>"THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals by the relevant 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."</p> <p>6. <b>PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES</b></p> <p>"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:</p> <p style="margin-left: 20px;">(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 in time;</p> <p style="margin-left: 20px;">(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;</p> <p style="margin-left: 20px;">(c) the authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:</p> <p style="margin-left: 40px;">(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</p> <p style="margin-left: 40px;">(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or</p> <p style="margin-left: 40px;">(iii) revoked or varied by ordinary resolution passed by shareholders in general meeting, whichever occurs first.</p> <p style="margin-left: 20px;">(d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:</p> <p style="margin-left: 40px;">(i) to cancel the shares so purchased;</p> <p style="margin-left: 40px;">(ii) to retain the shares so purchased as Treasury Shares;</p> <p style="margin-left: 40px;">(iii) to distribute the Treasury Shares as dividends to shareholders;</p> <p style="margin-left: 40px;">(iv) to resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and</p> <p style="margin-left: 40px;">(v) any combination of the above (i), (ii), (iii) and (iv).</p> <p>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."</p> <p>7. <b>PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS</b></p> <p style="margin-left: 20px;">(a) "THAT approval be and is hereby given to Ooi Hock Guan, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017."</p> <p style="margin-left: 20px;">(b) "THAT approval be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years, to continue to act as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2017:</p> <p style="margin-left: 40px;">(i) Tan Sri Dato' Dr. Sak Cheng Lum; and</p> <p style="margin-left: 40px;">(ii) Mat Ripen Bin Mat Elah."</p> | <p>Ordinary Resolution 7</p> <p>Ordinary Resolution 8</p> <p>Ordinary Resolution 9</p> <p>Ordinary Resolution 10</p> <p>Ordinary Resolution 11</p> |
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To consider and if thought fit, to pass the following as Special Resolution:

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| <p>8. <b>PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY</b></p> <p>"THAT approval be and is hereby given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Part B of the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018, be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."</p> <p>9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.</p> | <p>Special Resolution 1</p> |
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**BY ORDER OF THE BOARD**

**CHEAM TAU CHERN**

PC No.: 20190800002

Company Secretary

Klang

30 April 2019

**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 ("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.
  - 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 13 June 2019 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 29<sup>th</sup> AGM will be put to vote on a poll.
2. **Audited Financial Statements for financial year ended 31 December 2018**  
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-Eighth (28<sup>th</sup>) Annual General Meeting held on 21 June 2018, the mandate of which will lapse at the conclusion of the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting to be held on 20 June 2019.
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 from time to time being quoted on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company. Further information on this resolution is set out in the Proposed Renewal of the Share Buy-Back Statement dated 30 April 2019, which is sent out together with the Company's 2018 Annual Report.
5. **Ordinary Resolution 9 – Proposed Retention of Independent Non-Executive Director**  
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 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 and 11 – Proposed Retention of Independent Non-Executive Directors**
  - (i) **Tan Sri Dato' Dr. Sak Cheng Lum**  
The Board, through the NC, has 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, through the NC, has 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. Shareholders' approval for Ordinary Resolutions 10 and 11 will be sought on a two-tier voting basis.
7. **Special Resolution 1 – Proposed Adoption of the New Constitution of the Company**  
The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The proposed new Constitution is set out in Part B of the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018.  
The Proposed Adoption of the New Constitution of the Company shall take effect once the proposed Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 29<sup>th</sup> AGM.