

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Malton Berhad (“**Malton**” or the “**Company**”) will be held at New World Petaling Jaya Hotel, Paradigm, 1, Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on 30 August 2019 at 9.00 a.m for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED DISPOSAL OF 49% OF MALTON’S INTEREST IN THE PAVILION BUKIT JALIL MALL VIA THE FOLLOWING:**

(A) **PROPOSED DISPOSAL OF THE PAVILION BUKIT JALIL MALL BY PIONEER HAVEN SDN BHD (“PIONEER HAVEN”), A WHOLLY OWNED SUBSIDIARY OF MALTON TO REGAL PATH SDN BHD (“REGAL PATH”), A WHOLLY OWNED SUBSIDIARY OF AMBERSTRAITS SDN BHD (“AMBERSTRAITS”), FOR A TOTAL CASH CONSIDERATION OF RM1,480.0 MILLION (“PROPOSED MALL DISPOSAL”)**

(B) **PROPOSED SUBSCRIPTION BY KHUAN CHOO REALTY SDN BHD (“KHUAN CHOO”), A WHOLLY OWNED SUBSIDIARY OF MALTON, AND JELANG TEGAS SDN BHD (“JELANG TEGAS”) FOR 50,998 AND 49,000 NEW ORDINARY SHARES IN AMBERSTRAITS, REPRESENTING 51% AND 49% OF THE ENLARGED SHARE CAPITAL OF AMBERSTRAITS RESPECTIVELY (“PROPOSED DILUTION IN AMBERSTRAITS”)**

**(COLLECTIVELY REFERRED TO AS THE “PROPOSED DISPOSAL”)**

“**THAT**, subject to approvals of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Company for:-

(A) The disposal of the Pavilion Bukit Jalil Mall by Pioneer Haven to Regal Path for a total cash consideration of RM1,480.0 million in accordance with the terms and conditions contained in the Sale and Purchase Agreement dated 28 May 2019 entered into between Pioneer Haven and Regal Path (“**SPA**”);

(B) The subscription by Khuan Choo and Jelang Tegas of 50,998 and 49,000 new ordinary shares in Amberstrait for an aggregate subscription price of RM50,998 and RM49,000 respectively in accordance with the terms and conditions in the two share subscription letters dated 28 May 2019, entered into by Amberstrait with Khuan Choo and Jelang Tegas in relation to the Proposed Dilution in Amberstrait (“**Amberstrait Subscription Agreement**”).

**THAT** the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to take all such steps and do all such acts and things and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Disposal;

**THAT** the Board be and is hereby with full powers to give effect or assent to any conditions, variations, modifications and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Disposal, if necessary, in any manner as may be required or permitted by any relevant authorities or deemed necessary, expedient or appropriate and in the best interest of the Company 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 they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Disposal in the best interest of the Company.”

### ORDINARY RESOLUTION 2

**PROPOSED SUBSCRIPTION BY KHUAN CHOO TO SUBSCRIBE FOR UP TO 215,800,000 REDEEMABLE PREFERENCE SHARES (“RPS”)-B IN REGAL PATH FOR AN AGGREGATE SUBSCRIPTION PRICE OF UP TO RM215,800,000 ALONG WITH UP TO 72,595,950 RPS-D IN REGAL PATH FOR AN AGGREGATE SUBSCRIPTION PRICE OF UP TO RM72,595,950 (“PROPOSED RPS SUBSCRIPTION”)**

“**THAT**, subject to approvals of all relevant authorities and/or parties (where applicable) being obtained and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Company for the subscription of up to 215,800,000 RPS-B and up to 72,595,950 RPS-D in Regal Path by Khuan Choo for an aggregate subscription price of up to RM215,800,000 and up to RM72,595,950 respectively in accordance with the terms and conditions contained in the Regal Path Subscription Agreement dated 28 May 2019 entered into between Amberstrait, Khuan Choo, Jelang Tegas, Q PBJ Sdn Bhd and Regal Path.

**THAT** the Board of Directors of the Company be and is hereby authorised and empowered to take all such steps and do all such acts and things and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed RPS Subscription and the terms and conditions of the Regal Path Subscription Agreement which includes amongst others the Regal Path Shareholders Agreement (as defined in the Circular to Shareholders dated 15 August 2019).”

**By Order of the Board**

**HOR SHIOW JEI (MAICSA 7023954)**

Company Secretary

Kuala Lumpur

Dated this 15 August 2019

### Notes:

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all of the resolutions set out in this Notice shall be put to vote by poll.
2. A member of the Company, entitled to attend and vote, is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his stead. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, he shall specify in the instrument appointing the proxies the proportions of his shareholdings to be represented by each proxy.
3. The proxy form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or by a duly authorised attorney.
4. All proxy forms must be deposited at the Registered Office at 19-0, Level 19, Pavilion Tower, 75, Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
5. Only members registered in the Record of Depositors as at 23 August 2019 shall be eligible to attend the Extraordinary General Meeting of the Company or appoint a proxy to attend and vote on his behalf.