

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting (25th AGM) of MALTON BERHAD (Company) will be conducted via a fully virtual meeting to be broadcast from Level 10, Pavilion Tower, No. 75, Jalan Raja Chulan, 50200 Kuala Lumpur on Wednesday, 25 November 2020 at 10.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

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| 1. | To lay the Financial Statements of the Company for the year ended 30 June 2020 together with the Directors' Report and Report of the Auditors thereon | For discussion only |
| 2. | To approve the directors' fees, allowances and benefits payable to non-executive directors as set out in the explanatory note for the period from the conclusion of the 25 th AGM of the Company until the conclusion of the next Annual General Meeting (AGM) of the Company | Ordinary Resolution 1 |
| 3. | To re-elect Mr Hong Lay Chuan who retires by rotation pursuant to Article 86 of the Constitution of the Company (Constitution) and being eligible, offered himself for re-election | Ordinary Resolution 2 |
| 4. | To re-elect Hj Ahmad bin Hj Ismail, PJK who retires by rotation pursuant to Article 86 of the Constitution and being eligible, offered himself for re-election | Ordinary Resolution 3 |
| 5. | To re-appoint Deloitte PLT who have indicated their willingness, as Auditors of the Company, and to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration | Ordinary Resolution 4 |

SPECIAL BUSINESS

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| 6. | Proposed Amendment of the Constitution of the Company | Special Resolution 1 |
| | <p>"THAT the proposed amendment to the existing Article 10 of the Constitution of the Company set out in the Circular to Shareholders dated 30 October 2020 be and is hereby approved and adopted with immediate effect 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 any relevant authorities, and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."</p> | |
| 7. | Authority to allot and issue shares | Ordinary Resolution 5 |
| | <p>"THAT subject to the passing of Special Resolution 1 and pursuant to Section 75 and 76 of the Companies Act, 2016 (Act), the Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Main Market Listing Requirements) and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby empowered to allot and issue new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever 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 20% of the total share capital of the Company for the time being AND THAT the Directors be and are also empowered to seek the approval from Bursa Malaysia Securities Berhad (Bursa Securities) for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."</p> | |

NOTICE OF ANNUAL GENERAL MEETING

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8. Proposed Renewal of Authority for Share Buy Back

Ordinary
Resolution 6

"THAT, subject to the Act, the Constitution, the Main Market Listing Requirements and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to allocate an amount not exceeding the retained earnings of the Company available for the purpose of and to purchase such amount of ordinary shares in the Company (Proposed Renewal of Authority for Share Buy Back) as may be determined by the Directors provided that the aggregate number of shares purchased and/or held as treasury shares pursuant to this resolution does not exceed 10% of the total share capital of the Company at the time of purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to deal with the said shares in the following manner:-

- (a) cancel the shares so purchased; or
- (b) retain the shares so purchased as treasury shares; or
- (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (d) to resell the treasury shares on the Bursa Securities and/or distribute the treasury shares as dividends to the Company's shareholders and/or subsequently cancel the treasury shares or combination of the three;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest and the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things deem fit and expedient in the interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy Back contemplated and/or authorised by this Ordinary Resolution."

NOTICE OF ANNUAL GENERAL MEETING

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9. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature in respect of Sale of Trading Stock Properties Ordinary Resolution 7

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature and with all classes of related parties in respect of sale of trading stock properties as stated in Section 3.4 of the Circular to Shareholders dated 30 October 2020 which are necessary for the Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of Malton Group (Malton and its subsidiaries) and on terms not more favourable to the related parties than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the renewal of shareholders' mandate during the financial year based on the following information:-
 - (i) the type of the recurrent related party transactions made; and
 - (ii) the names of the related parties involved in the recurrent related party transactions made and their relationship with the Company.
- (c) and such approval shall be in force immediately upon passing of this resolution until:
 - (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest; and the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

NOTICE OF ANNUAL GENERAL MEETING

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10. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature in respect of Construction Related Services and Project Management Services Ordinary Resolution 8

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature and with related parties in respect of construction related services and project management services as stated in Section 3.4 of the Circular to Shareholders dated 30 October 2020 which are necessary for the Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of Malton Group (Malton and its subsidiaries) and on terms not more favourable to the related parties than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the renewal of shareholders' mandate during the financial year based on the following information:-
 - (i) the type of the recurrent related party transactions made; and
 - (ii) the names of the related parties involved in the recurrent related party transactions made and their relationship with the Company.
- (c) and such approval shall be in force immediately upon passing of this resolution until:
 - (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest; and the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

BY ORDER OF THE BOARD

HOR SHIOW JEI
(MAICSA 7023954) (SSM Pc No. 202008003615)
Company Secretary

Kuala Lumpur
Dated: 30 October 2020

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Notes:

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, 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 office of our share registrar, Shareworks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 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 18 November 2020 shall be eligible to attend the 25th AGM of the Company or appoint a proxy to attend and vote on his/her behalf.

EXPLANATORY NOTES ON ORDINARY RESOLUTIONS AND/OR SPECIAL BUSINESS

FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 30 JUNE 2020

The Financial Statements of the Company for the year ended 30 June 2020, tabled for discussion pursuant to the provisions of Section 340 (1) of the Act, do not require approval of the shareholders and hence, will not be put for voting.

ORDINARY RESOLUTION 2

The proposed Ordinary Resolution 2 if passed, will facilitate the payment of Directors' fees, allowances and benefits payable to the non-executive directors of the Company as set out below for the period from after the conclusion of the 25th AGM of the Company until the conclusion of the next AGM of the Company.

Type of payment	RM
Directors' fees for each month	32,000
Meeting allowance for each meeting for each director	1,000
Benefits	Claimable expenses incurred in carrying out their duties as directors

SPECIAL RESOLUTION 1

Information on the proposed Special Resolution 1 is set out in the Circular to Shareholders dated 30 October 2020.

Pursuant to the proposed Ordinary Resolution 5 wherein the Directors are seeking shareholders' approval for a general mandate to issue new shares in the Company of not more than 20% of the total share capital of the Company for the time being pursuant to the Act, the Constitution, the Main Market Listing Requirements and subject to the approval of the relevant governmental/regulatory authorities, the Board is seeking shareholders' approval to amend the existing Article 10 of the Constitution (Article 10) which limits the general mandate to not more than 10%. In order to avail the Company to such a higher general mandate, the Directors have proposed that the existing Article 10 be amended to reflect such relief granted by Bursa Securities without stating any specific limit but subject to such limit as may be allowed and/or authorised by Bursa Securities and/or any other regulatory body(ies) from time to time.

NOTICE OF ANNUAL GENERAL MEETING

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EXPLANATORY NOTES ON ORDINARY RESOLUTIONS AND/OR SPECIAL BUSINESS (Cont'd)

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020 (Cont'd)

ORDINARY RESOLUTION 5

Ordinary Resolution 5 is proposed to give flexibility to the Directors to issue and allot shares at any time in their absolute discretion, without convening a general meeting, for the purpose of raising funds for working capital and/or strategic development of Malton Berhad and/or its subsidiaries. This mandate sought is a renewal of the mandate obtained from the shareholders at the 24th AGM of the Company held on 22 November 2019 which will expire at the conclusion of the 25th AGM of the Company to be held on 25 November 2020.

Bursa Securities had, vide its letter dated 16 April 2020, introduced Additional Temporary Relief Measures to aid and facilitate listed issuers in sustaining their business or easing their compliance with the Main Market Listing Requirements, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and extended Movement Control Order. Among others, one relief is for listed issuer to increase the general mandate limit for new issue of securities from 10% to 20% (20% General Mandate) until 31 December 2021 to facilitate listed issuer to raise funds more quickly and efficiently during this unprecedented challenging time. Thereafter, the 10% general mandate will be reinstated.

The Board, after having considered all aspects of the 20% General Mandate, is of the opinion that seeking 20% General Mandate would be in the best interest of the Company and its shareholders as the 20% General Mandate would provide the Company with financial flexibility to raise capital expeditiously for its operations, future expansion and business development.

As at 27 October 2020, the mandate obtained from the shareholders at the 24th AGM of the Company was not utilised, thus no proceeds were raised from this mandate.

ORDINARY RESOLUTION 6

The proposed Ordinary Resolution 6, if passed, will enable the Company to allocate an amount not exceeding the retained earnings of the Company available for the purchase of ordinary shares in the Company to be determined by the Directors of the Company provided that the aggregate number of shares purchased and/or held as treasury shares pursuant to this resolution does not exceed 10% of the total share capital of the Company at the time of purchase. This authority, unless revoked or varied by resolution passed by the shareholders of the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.

ORDINARY RESOLUTIONS 7 AND 8

The proposed Ordinary Resolutions 7 and 8, if passed, will enable the Company and its subsidiaries ("Group") to enter into any of the recurrent related party transactions of a revenue or trading nature set out in the Circular to Shareholders of the Company dated 30 October 2020 which are necessary for the Group's day-to-day operations. This authority, unless revoked or varied by resolution passed by the shareholders of the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.