



## Amcorp Properties Berhad

196501000597 (6386-K)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Fifth Annual General Meeting of Amcorp Properties Berhad will be held as a fully virtual meeting conducted entirely through live streaming and remote voting using the remote participation and voting facilities hosted on the Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Wednesday, 29 September 2021 at 10.30 a.m. for the following purposes:

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM390,000 for the financial year ended 31 March 2021.
- To approve the Directors' benefits to the Non-Executive Directors of the Company up to an aggregate amount of RM930,000 for the period from 30 September 2021 until the next Annual General Meeting of the Company.
- To re-elect Tan Sri Mazlan bin Mansor who retires pursuant to Clause 103 of the Company's Constitution.
- To re-elect the following Directors who retire pursuant to Clause 118 of the Company's Constitution:
  - Puan Shalina Azman
  - Mr. Tan Bun Poo
- To re-appoint BDO PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

**Resolution 5**

**Resolution 6**

##### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions, with or without modifications:

##### 7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 30 August 2021, provided that the transactions are in the ordinary course of business which are necessary for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company and that the aggregate value of such transactions conducted pursuant to the shareholders' mandate during the financial year be disclosed in the annual report of the Company;

**Resolution 7**

AND THAT such authority conferred shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- 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 Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company 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 such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

##### 8. Retention of Mr. P'ng Soo Theng as Independent Director

"THAT approval be and is hereby given to Mr. P'ng Soo Theng, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until he reaches his twelve (12) years term or until the conclusion of the next Annual General Meeting, whichever is earlier."

**Resolution 8**

- To transact any other business of which due notice shall have been received.

By Order of the Board

**JOHNSON YAP CHOON SENG (MIA 20766) (SSM PC No. 202008000685)**

**CHUA SIEW CHUAN (MAICA 077689) (SSM PC No. 201908002648)**

Secretaries

Petaling Jaya  
30 August 2021

#### Notes:

- The Fifty-Fifth Annual General Meeting will be held as a fully virtual meeting conducted entirely through live streaming and remote voting using the remote participation and voting facilities hosted on the Securities Services e-Portal at <https://sshsb.net.my/>.  
Should you wish to personally participate at the Meeting remotely, please register electronically via the Securities Services e-Portal at <https://sshsb.net.my/> by the registration cut-off time. Please refer to the Administrative Guide for the Fifty-Fifth Annual General Meeting for further details.  
The Administrative Guide for the Fifty-Fifth Annual General Meeting is available for download at [www.amcorpproperties.com](http://www.amcorpproperties.com).
- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 22 September 2021 shall be eligible to participate and vote at the Fifty-Fifth Annual General Meeting.
- A member entitled to participate and vote at the Meeting is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said account.
- A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- The instrument appointing a proxy ("Form of Proxy") shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the Meeting. Alternatively, you may submit the Form of Proxy electronically via the Securities Services e-Portal at <https://sshsb.net.my/>.

#### Explanatory Notes:

- The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 and do not require shareholders' approval. Hence, this Agenda will not be put forward for voting.
- Resolution 2 - Directors' Benefits**  
Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company shall be approved at a general meeting.  
The proposed Resolution 2 is to seek shareholders' approval for the payment of Directors' benefits for the period from 30 September 2021 until the next Annual General Meeting ("AGM") of the Company ("Relevant Period") up to an aggregate amount of RM930,000.  
In determining the estimated total Directors' benefits for the Relevant Period, the size of the Board and Board Committees and the number of meetings estimated to be held during the Relevant Period were taken into consideration.
- Resolution 7 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**  
The Ordinary Resolution proposed under Agenda 7, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to paragraph 10.09 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.  
Further information on the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 30 August 2021 which is available on the Company's website at [www.amcorpproperties.com](http://www.amcorpproperties.com).
- Resolution 8 - Retention of Mr. P'ng Soo Theng as Independent Director**  
Mr. P'ng Soo Theng ("Mr. P'ng") was appointed to the Board on 1 June 2010 as an Independent Director and therefore has served for more than nine (9) years.  
The Ordinary Resolution proposed under Agenda 8, if passed, will allow Mr. P'ng to continue to act as Independent Director of the Company until he reaches his twelve (12) years term or the conclusion of the next AGM of the Company, whichever is earlier. In accordance with the 12-year Tenure Policy adopted by the Company, the tenure of an Independent Director shall not exceed a cumulative term of twelve (12) years.  
The Nomination and Remuneration ("N&R") Committee of the Company has assessed the independence of all Independent Directors including Mr. P'ng and recommended to retain him as Independent Director of the Company. The Board endorsed the N&R Committee's recommendation and is of the view that the retention of Mr. P'ng as Independent Director of the Company is in the best interest of the Company. Details of the Board's justification and recommendation for the proposed retention of Mr. P'ng are set out in the Company's Corporate Governance Report.