

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malton Berhad (“Malton” or the “Company”) will be conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at Level 19, Pavilion Tower, 75, Jalan Raja Chulan, 50200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia using Remote Participation and Voting (“RPV”) facilities via online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd in Malaysia on Wednesday, 22 March 2023 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY REGAL PATH SDN BHD (“REGAL PATH”), A 51% JOINT VENTURE OF MALTON, OF THE PAVILION BUKIT JALIL MALL TO PAVILION REAL ESTATE INVESTMENT TRUST (“PAVILION REIT”) FOR A TOTAL INDICATIVE DISPOSAL CONSIDERATION OF RM2,200,000,000 (“PROPOSED DISPOSAL”)

“THAT subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Company for the disposal of 1 block of 5-storey retail mall with 2 basement car park levels located within Bukit Jalil City, Bukit Jalil, Kuala Lumpur, together with the related assets and rights (“Pavilion Bukit Jalil Mall”) by Regal Path, a 51% joint venture of Malton, to Pavilion REIT for a total indicative disposal consideration of RM2,200,000,000 in accordance with the terms and conditions contained in the conditional sale and purchase agreement dated 22 November 2022 entered into between Regal Path and MTrustee Berhad, acting as the trustee of Pavilion REIT;

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 2.10 of Part A of the Circular to shareholders in relation to the Proposed Disposal dated 3 March 2023, and the Board of Directors of the Company (“Board”) be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board be and is hereby authorised to take all steps, to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Disposal, with full power to assent to any conditions, modifications, alterations, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Disposal.”

BY ORDER OF THE BOARD

HOR SHIOW JEI

(MAICSA 7023954) (SSM PC No. 202008003615)

Company Secretary

Kuala Lumpur

Dated: 3 March 2023

Notes:

1. The EGM of the Company will be conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at Level 19, Pavilion Tower, 75, Jalan Raja Chulan, 50200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia using RPV facilities via online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd in Malaysia. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, attend, participate and vote remotely via virtual meeting facilities.
2. The conduct of the virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 (“Revised Guidance Note and FAQs”). According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act, 2016 provided that the online platform is located in Malaysia.
3. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM shall be put to vote by poll. A Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.
4. A member of the Company who is entitled to attend, participate and vote at the EGM is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend, participate and vote in his stead. A member shall not be entitled to appoint more than 2 proxies to attend, participate and vote at the same meeting. Where a member appoints 2 proxies, he shall specify in the instrument appointing the proxies the proportions of his shareholdings to be represented by each proxy.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it shall not be entitled to appoint more than 2 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account to attend, participate and vote at the same meeting. Where 2 proxies are appointed, it shall specify the proportion of shareholdings to be represented by each proxy.
6. Where an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. 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.
8. All proxy forms must be deposited at the share registrar of the Company, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting.
9. Only members registered in the Record of Depositors as at 14 March 2023 shall be eligible to attend, participate and vote at the EGM or appoint a proxy to attend, participate and vote on his/her behalf.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the EGM, 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 EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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.