

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of **MALTON BERHAD** ("Company") will be held at Glenmarie Golf & Country Club, No. 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor on Thursday, 3 December 2009 at 9.00 a.m. for the following purposes:-

## AGENDA

### Ordinary Business

1. To lay the Financial Statements of the Company for the year ended 30 June 2009 together with the Directors' Report and Report of the Auditors thereon
2. To approve the payment of directors' fees of RM151,571 for the year ended 30 June 2009  
**Ordinary Resolution 1**
3. To re-elect Datuk Lim Siew Choon who retires by rotation pursuant to Article 100 of the Company's Articles of Association and being eligible, offers himself for re-election  
**Ordinary Resolution 2**
4. To re-elect Datin Tan Kewi Yong who retires by rotation pursuant to Article 100 of the Company's Articles of Association and being eligible, offers herself for re-election  
**Ordinary Resolution 3**
5. To re-elect Mr Hong Lay Chuan who retires pursuant to Article 103 of the Company's Articles of Association and being eligible, offers himself for re-election  
**Ordinary Resolution 4**
6. To re-appoint Messrs Deloitte & Touche as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration  
**Ordinary Resolution 5**

### AS SPECIAL BUSINESS

7. Authority for Directors to issue shares pursuant to Section 132D of the Companies Act, 1965

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/ or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

### Ordinary Resolution 6

8. Proposed Renewal of Authority for Share Buy Back

"THAT, subject to compliance with the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to allocate an amount not exceeding the total of audited share premium reserve and retained earnings of the Company for the purpose of and to purchase such amount of ordinary shares of RM1.00 each in the Company ("Proposed Renewal of Authority for Share Buy Back") as may 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 RM34,835,292 comprising 34,835,292 ordinary shares of RM1.00 each, representing ten percent (10%) of the total issued and paid-up share capital of the Company.

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### 8. Proposed Renewal of Authority for Share Buy Back (cont'd)

(As at 30 June 2009, the Company has total audited share premium reserve of approximately RM255,000 and retained earnings of RM49,204,000.)

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

- i) cancel the Shares so purchased; or
- ii) retain the Shares so purchased as Treasury Shares; or
- iii) retain part of Shares so purchased as Treasury Shares and cancel the remainder; or
- iv) 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 of the Company be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- i) the conclusion of the next annual general meeting ("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
- ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest and the Directors of the Company 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."

#### Ordinary Resolution 7

### 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

"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 12 November 2009 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 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 authority 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 continue to be in force 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 is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of Act); or
  - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest; and

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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. (cont'd)

(d) the Directors of the Company 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.”

### Ordinary Resolution 8

BY ORDER OF THE BOARD

### HOR SHIOW JEI

Company Secretary

Kuala Lumpur

Dated: 12 November 2009

### Notes:

1. 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.
2. 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 attorney duly authorised in that behalf.
3. All proxy forms must be deposited at the Registered Office at 22nd Floor, Menara Uni.Asia, No. 1008, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

#### Ordinary Resolution 6

Ordinary Resolution 6 is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will primarily give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This authority will expire at the conclusion of the next Annual General Meeting of the Company.

#### Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will enable the Company to allocate an amount not exceeding the total of audited share premium reserve and retained earnings of the Company for the purchase of ordinary shares of RM1.00 each 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 RM34,835,292 comprising 34,835,292 ordinary shares of RM1.00 each representing ten percent (10%) of the total issued and paid-up share capital of the Company. 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 Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

#### Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will enable the Company and its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature set out in the Circular to Shareholders of the Company dated 12 November 2009 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 Annual General Meeting of the Company, or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.