

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (“20th”) Annual General Meeting (“AGM”) of **PLENITUDE BERHAD** will be held at Oak 1 & 2 Meeting Room, Oakwood Hotel & Residence, Kuala Lumpur, 222, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan (KL) on **Thursday, 5 November 2020 at 3.00 p.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 (“FY2020”) and the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
2. To declare a Final Single Tier Dividend of 2.0 sen per share for the FY2020 as recommended by the Directors. **(Ordinary Resolution 1)
(See Explanatory Note 11)**
3. To approve the sum of RM240,000.00 (FY2020: RM270,000.00) for payment as Directors’ fees in respect of the financial year ending 30 June 2021. **(Ordinary Resolution 2)**
4. To re-elect the following Directors retiring pursuant to Clause 101 of the Company’s Constitution:-
 - (i) Ir. Teo Boon Keng **(Ordinary Resolution 3)**
 - (ii) Lok Bah Bah @ Loh Yeow Boo **(Ordinary Resolution 4)**
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:-

6. **Ordinary Resolution**
Payment of Meeting Allowance for Non-Executive Directors **(Ordinary Resolution 6)
(See Explanatory Note 12)**

“**THAT** the meeting allowance payable to Non-Executive Directors of the Company up to an estimated total sum of RM26,500.00 for the period commencing after the date of this AGM to the date of the next AGM of the Company be approved.”

7. **Ordinary Resolution**
Proposed Retention of Independent Non-Executive Director

“**THAT** Tan Kak Teck, who has served as an Independent Non-Executive Director for a cumulative term of more than twelve (12) years be retained and remain as an Independent Non-Executive Director of the Company.”

(Ordinary Resolution 7)
(See Explanatory Note 13)

8. **Ordinary Resolution**
Proposed Retention of Independent Non-Executive Director

“**THAT** subject to the passing of Ordinary Resolution 3, Ir. Teo Boon Keng, who will be serving as an Independent Non-Executive Director for a cumulative term of nine (9) years on 2 July 2021 be retained and remain as an Independent Non-Executive Director of the Company.”

(Ordinary Resolution 8)
(See Explanatory Note 14)

9. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and/or the Companies Act 2016 (“CA2016”).

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the forthcoming 20th AGM, a Final Single Tier Dividend of 2.0 sen per share will be paid on 20 November 2020 to the shareholders whose names appear in the Record of Depositors at the close of business on 13 November 2020.

A depositor shall qualify for entitlement only in respect of:-

- (a) shares transferred to the Depositor's Securities Account before 4.30 p.m. on 13 November 2020 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad ("Bursa Malaysia") on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

PLENITUDE BERHAD

WONG YUET CHYN

(MAICSA 7047163) (SSM PC 202008002451)

REBECCA LEE EWE AI

(MAICSA 0766742) (SSM PC 202008002636)

Company Secretaries

Kuala Lumpur

7 October 2020

Notes:-

1. Pursuant to Section 334 of the CA2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
3. Where a Member is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.

7. To be valid, this form, duly completed must be deposited at the registered office of the Company at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or email to proxy@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 28 October 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes on Ordinary Business

10. Audited Financial Statements for the FY2020

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put forward for voting.

11. Ordinary Resolution 1 - Final Single Tier Dividend

With reference to Section 131 of the CA2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 21 September 2020, the Board of Directors (“the Board”) had considered the amount of dividend and decided to recommend the same for the shareholders’ approval.

The Board is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 20 November 2020 in accordance with the requirements under Sections 132(2) and (3) of the CA2016.

Explanatory Notes on Special Business

12. Ordinary Resolution 6 – Meeting allowance for Non-Executive Directors

The meeting allowance of RM500.00 per meeting is payable to each Non-Executive Director, where applicable, for their attendance of Board and Committee meetings.

13. Ordinary Resolution 7 - Proposed Retention of Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance

Mr. Tan Kak Teck was appointed as Independent Non-Executive Director of the Company on 15 July 2003 and has served for a cumulative term of more than twelve (12) years. The Board considers him to be independent and believes that he should be retained and remain as Independent Non-Executive Director based on the following justification:-

- (a) He has met the independence criteria set out in Chapter 1 of the MMLR of Bursa Malaysia;
- (b) He has been with the Group for seventeen (17) years and therefore understands the operations of the Company and is able to participate actively and contribute positively during deliberations/discussions at meetings without compromising his independence and objective judgment;
- (c) He has contributed sufficient time and exercised due care during his tenure as Independent Director;
- (d) He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders; and
- (e) He has the professional skills, qualifications and experiences to review the Group’s financial statements, business strategies and direction.

14. Ordinary Resolution 8 - Proposed Retention of Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance

Ir. Teo Boon Keng was appointed as Independent Non-Executive Director of the Company on 2 July 2012 and will be serving a cumulative term of nine (9) years on 2 July 2021. The Board considers him to be independent and believes that he should be retained and remain as Independent Non-Executive Director based on the following justification:-

- (a) He has met the independence criteria set out in Chapter 1 of the MMLR of Bursa Malaysia;
- (b) He has been with the Group for eight (8) years and therefore understands the operations of the Company and is able to participate actively and contribute positively during deliberations/discussions at meetings without compromising his independence and objective judgment;
- (c) He has contributed sufficient time and exercised due care during his tenure as Independent Director;
- (d) He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders; and
- (e) He has the professional skills, qualifications and experiences to review the Group's financial statements, business strategies and direction.