



## Property

**KERJAYA PROSPEK PROPERTY BERHAD**  
(Registration No. 199401001358 (287036-X))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“**EGM**”) of Kerjaya Prospek Property Berhad (“**KPPROP**” or “**Company**”) will be held on Thursday, 28 August 2025 at 12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32<sup>nd</sup> Annual General Meeting of the Company, which is scheduled on the same day at 11.00 a.m. and at the same venue, namely, Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or at any adjournment thereof, for the purposes of considering and if thought fit, passing the following resolutions with or without modifications:

#### **ORDINARY RESOLUTION 1**

##### **PROPOSED RIGHTS ISSUE OF SHARES**

“**THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained (where required), the Board of Directors of Kerjaya Prospek Property Berhad (“**KPPROP**” or “**Company**”) (“**Board**”) be and is hereby authorised to provisionally allot and issue by way of a renounceable rights issue of 273,820,769 new ordinary shares in KPPROP (“**KPPROP Share(s)**” or “**Share(s)**”) (“**Rights Share(s)**”) at an issue price of RM0.20 per Rights Share, which is payable in full upon acceptance, to the shareholders of KPPROP (“**Shareholders**”) whose names appear on the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined by the Board and announced later (“**Entitlement Date**”) (“**Entitled Shareholders**”) on the basis of one (1) Rights Share for every two (2) existing Shares held by the Entitled Shareholders on the Entitlement Date (“**Proposed Rights Issue of Shares**”).

**THAT** any Rights Share not taken up or not validly taken up shall be made available for excess application by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s), in such manner as the Board shall determine at its absolute discretion, in a fair and equitable manner, and on such basis as it may deem fit or expedient and in the best interest of the Company to be announced in due course;

**THAT** fractional entitlement of the Rights Shares arising from the Proposed Rights Issue of Shares, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

**THAT** the Rights Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the proceeds of the Proposed Rights Issue of Shares be utilised for the purposes as set out in Section 6 of the circular to shareholders of the Company dated 5 August 2025 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient or in the best interest of the Company subject to (where applicable) the approval of the Shareholders and the relevant authorities;

**THAT** the Rights Shares will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such Rights Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

**THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an agreement, option or offer and shall continue in full force and effect until all Rights Shares have been allotted and issued in accordance with the terms of the Proposed Rights Issue of Shares;

**AND THAT** the Board be and is hereby authorised to do all acts and things as it may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities (including, without limitation, any changes to the conditions relating to the Rights Shares), and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effects to the Proposed Rights Issue of Shares.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED RIGHTS ISSUE OF RCULS**

**“THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where required), the Board of Directors of Kerjaya Prospek Property Berhad (**“KPPROP”** or **“Company”**) (**“Board”**) be and is hereby authorised to:

- (i) provisionally allot and issue by way of a renounceable rights issue of 410,731,154 8-year 4.2% redeemable convertible unsecured loan stock in KPPROP (**“RCULS”**) at an issue price of RM0.2250 per RCULS, which is payable in full upon acceptance, to the shareholders of KPPROP (**“Shareholders”**) whose names appear on the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined by the Board and announced later (**“Entitlement Date”**) (**“Entitled Shareholders”**) on the basis of three (3) RCULS for every four (4) existing ordinary shares in the Company (**“KPPROP Share(s)”** or **“Share(s)”**) held by the Entitled Shareholders on the Entitlement Date (**“Proposed Rights Issue of RCULS”**);
- (ii) create the RCULS based on the indicative salient terms of the RCULS as set out in Appendix I of the circular to shareholders of the Company dated 5 August 2025 (**“Circular to Shareholders”**) and in accordance with the provisions of a trust deed constituting the RCULS to be executed by the Company and MTrustee Berhad (as trustee who acts for the benefit of the holders of the RCULS (**“RCULS Holders”**) (**“Trust Deed”**));
- (iii) enter into and execute the Trust Deed and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed; and
- (iv) allot and issue such number of new KPPROP Shares credited to the RCULS Holders pursuant to the conversion of the RCULS to new KPPROP Shares during the tenure of the RCULS in accordance with the provisions of the Trust Deed;

**THAT** any RCULS not taken up or not validly taken up shall be made available for excess application by the other Entitled Shareholders and/or their renounee(s) and/or transferee(s), in such manner as the Board shall determine at its absolute discretion, in a fair and equitable manner, and on such basis as it may deem fit or expedient and in the best interest of the Company, to be announced in due course;

**THAT** fractional entitlement of the RCULS arising from the Proposed Rights Issue of RCULS, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

**THAT** the conversion price of the RCULS be fixed at RM0.2250 per RCULS, subject to any adjustments in accordance with the terms and conditions of the Trust Deed;

**THAT** the RCULS and the new KPPROP Shares to be issued upon conversion of the RCULS shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the proceeds of the Proposed Rights Issue of RCULS be utilised for the purposes as set out in Section 6 of the Circular to Shareholders and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient or in the best interest of the Company subject to (where applicable) the approval of the Shareholders and the relevant authorities;

**THAT** the new KPPROP Shares to be issued upon the conversion of the RCULS will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such new KPPROP Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new KPPROP Shares;

**THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an agreement, option or offer and shall continue in full force and effect until all RCULS and new KPPROP Shares to be issued pursuant to or in connection with the Proposed Rights Issue of RCULS have been allotted and issued in accordance with the terms of the Proposed Rights Issue of RCULS;

**AND THAT** the Board be and is hereby authorised to do all acts and things as it may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities (including, without limitation, any changes to the conditions relating to the RCULS), and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effects to the Proposed Rights Issue of RCULS."

## **BY ORDER OF THE BOARD**

**SEOW FEI SAN (SSM Practising Certificate No. 201908002299)**  
**MOK MEE KEE (SSM Practising Certificate No. 201908002288)**  
**Secretaries**

**Petaling Jaya**  
**5 August 2025**

### **Notes:-**

1. *For the purposes of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at **20 August 2025**. Only depositors whose names appear in the Record of Depositors as at **20 August 2025** shall be regarded as members and entitled to attend, speak and vote at the EGM.*
2. **Proxy**
  - 2.1 *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.*
  - 2.2 *A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*

- 2.3 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.
- 2.4 Where a member of the Company is an Exempt Authorised Nominee which 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.
- 2.5 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors).
- 2.6 The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote:

In hard copy

The instrument appointing a proxy must be deposited at the Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or alternatively, Tricor Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

By Electronic form

The appointment of proxy must be made and submitted via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of the proxy form.

Last date and time for lodging the proxy form is **Tuesday, 26 August 2025 at 12.00 p.m.**