



KERJAYA PROSPEK GROUP BERHAD (122592-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting of the Company will be held at Grand Lotus Room, Swiss Garden Residences KL, Jalan Pudu, Bukit Bintang, 55100 Kuala Lumpur on Thursday, 25 May 2017 at 11.00 a.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon. (Please refer Note 1)
2. To approve the payment of Directors' fees of RM156,000 in respect of the financial year ended 31 December 2016. Ordinary Resolution 1
3. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM60,000 from 1 January 2017 until the next annual general meeting of the Company. Ordinary Resolution 2
4. To re-elect the following Directors retiring in accordance with Article 89 of the Company's Constitution:-
 - (i) Datuk Tee Eng Ho Ordinary Resolution 3
 - (ii) Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof Ordinary Resolution 4
 - (iii) Mr. Tee Eng Seng Ordinary Resolution 5
5. To appoint Messrs Ong & Wong as Auditors of the Company and authorise the Directors to determine their remuneration. Ordinary Resolution 6
6. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
 - (A) **PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 7

"THAT subject to the passing of Ordinary Resolution 4, Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company."
 - (B) **AUTHORITY TO ALLOT SHARES** Ordinary Resolution 8

"THAT subject always to the Companies Act, 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
 - (C) **PROPOSED SHARE BUY-BACK MANDATE** Ordinary Resolution 9

"THAT subject always to the Companies Act, 2016 ("Act"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("Shares") through Bursa Securities, subject to the following:-

 - (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time;
 - (b) The maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the retained profits of the Company;
 - (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
 - (ii) 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 Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting; whichever occurs first;
 - (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner as the Directors of the Company may decide:-
 - (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as Treasury Shares; or
 - (iii) retain part of the Shares so purchased as Treasury Shares and/or cancel the remainder of the Shares/Treasury Shares; or
 - (iv) distribute the Treasury Shares as dividends to shareholders; or
 - (v) resell the Treasury Shares or any of the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
 - (vi) transfer the Treasury Shares or any of the Treasury Shares for the purposes of or under an employees' share scheme; or
 - (vii) transfer the Treasury Shares or any of the Treasury Shares as purchase consideration; or
 - (viii) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."
 - (D) **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** Ordinary Resolution 10

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("Kerjaya Group") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.2.2 of Part B of the Circular to Shareholders dated 28 April 2017 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Recurrent RPTs") provided that such transactions are:-

 - (i) recurrent transactions of a revenue or trading nature;
 - (ii) necessary for the day-to-day operations;
 - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - (iv) are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
 - (ii) 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."
 7. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

SEOW FEI SAN
MOK MEE KEE
Secretaries

Petaling Jaya
28 April 2017

Notes:

1. The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Companies Act, 2016 ("Act"), hence, the matter will not be put for voting.
2. Only depositors whose names appear in the Record of Depositors as at 18 May 2017 shall be regarded as members and entitled to attend, speak and vote at the meeting.
3. 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 may but need not be a member of the Company and a member may appoint any persons to be his proxy.
4. A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion 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, it may appoint at least one (1) proxy but not more than two (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.
6. 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.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.
9. Explanatory notes:

Resolution 1 and 2

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Thirty-Third Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-

 - Ordinary Resolution 1 on payment of Directors' fees in respect of the preceding year 2016; and
 - Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) in respect of the current year 2017 until the next AGM. (i.e. 17 months)

The current fees structure for Directors' benefits of the Company includes meeting allowance for Board/Board Committee meeting attended and premium paid/payable for the Directors' and Officers Liability Insurance. The Directors' benefits from 1 January 2017 until the conclusion of the next AGM is estimated not to exceed RM60,000. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings, increase in Board size and/or increase in the amount of premium payable for the Directors' and Officers Liability Insurance.

Details of the Directors' fees payable to the Non-Executive Directors for the financial year ended 31 December 2016 are disclosed in the Statement on Corporate Governance as contained in 2016 Annual Report.

Resolution 7

The Ordinary Resolution 7 is proposed pursuant to Recommendation of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof to be retained and continue to act as Independent Non-Executive Director of the Company.

The full details of the Board's justifications for the retention of Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof as Independent Non-Executive Director is set out in the Statement on Corporate Governance as contained in 2016 Annual Report.

Resolution 8

The Proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

As at the date of printing of this Annual Report, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Thirty-Second Annual General Meeting held on 27 May 2016 and which will lapse at the conclusion of the Thirty-Third Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Resolution 9

The Proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company to purchase the Company's ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the Proposed Share Buy-Back Mandate is set out in the Circular to Shareholders dated 28 April 2017, which is despatched together with the 2016 Annual Report.

Resolution 10

The proposed Ordinary Resolution 10, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 28 April 2017, which is despatched together with the 2016 Annual Report.