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If you are in any doubt about the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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**KERJAYA PROSPEK GROUP BERHAD**

(Company No. 122592-U)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

- (I) **PROPOSED BONUS ISSUE OF 677,437,658 NEW ORDINARY SHARES IN KERJAYA PROSPEK GROUP BERHAD (“COMPANY”) (“KERJAYA SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF 6 BONUS SHARES FOR EVERY 5 EXISTING KERJAYA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”); AND**
- (II) **PROPOSED BONUS ISSUE OF 169,359,414 NEW WARRANTS IN THE COMPANY (“BONUS WARRANTS”) ON THE BASIS OF 6 BONUS WARRANTS FOR EVERY 20 EXISTING KERJAYA SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED BONUS ISSUE OF WARRANTS”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



**AmInvestment Bank**

**AmInvestment Bank Berhad**

(Company No. 23742-V)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice convening the Extraordinary General Meeting (“**EGM**”) of the Company to be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Malaysia on Monday, 12 February 2018 at 11.00 a.m. or any adjournment thereof, for the purpose of considering the above proposals, together with the Form of Proxy are enclosed in this Circular.

The Form of Proxy should be completed and deposited at the Registered Office of the Company at 802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301, Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time and date fixed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude a shareholder from attending and voting in person at the EGM should the shareholder subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 10 February 2018 at 11.00 a.m.  
Date and time of the EGM : Monday, 12 February 2018 at 11.00 a.m.

This Circular is dated 26 January 2018

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## DEFINITIONS

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Act	:	Companies Act, 2016, as amended from time to time and any re-enactment thereof
AmInvestment Bank	:	AmInvestment Bank Berhad (Company No. 23742-V)
Board	:	Board of directors of Kerjaya
Bonus Shares	:	677,437,658 new Kerjaya Shares to be issued pursuant to the Proposed Bonus Issue of Shares
Bonus Warrants	:	169,359,414 new warrants in Kerjaya to be issued pursuant to the Proposed Bonus Issue of Warrants
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
Circular	:	This circular in relation to the Proposals
Deed Poll	:	The deed poll to be executed by the Company, constituting the Bonus Warrants
Directors	:	Directors of Kerjaya
EGM	:	Extraordinary general meeting
Entitlement Date	:	The date to be determined later by the Board on which the Shareholders must be registered in the Record of Depositors of the Company at the close of business in order to be entitled to participate in the Proposals
Entitled Shareholder(s)	:	Shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date in order to be entitled to the Bonus Shares and the Bonus Warrants
EPS	:	Earnings per share
FPE	:	Financial period ended
FYE	:	Financial year ended
Kerjaya or Company	:	Kerjaya Prospek Group Berhad (Company No. 122592-U)
Kerjaya Group or Group	:	Kerjaya and its subsidiaries
Kerjaya Shares	:	Ordinary shares in Kerjaya
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	27 December 2017, being the latest practicable date prior to the printing of this Circular
Market Day	:	Any day(s) between Monday and Friday (inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
NA	:	Net assets
Proposals	:	Collectively the Proposed Bonus Issue of Shares and the Proposed Bonus Issue of Warrants

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**DEFINITIONS (cont'd)**

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Proposed Bonus Issue of Shares	:	A proposed bonus issue of 677,437,658 Bonus Shares on the basis of 6 Bonus Shares for every 5 existing Kerjaya Shares held on the Entitlement Date
Proposed Bonus Issue of Warrants	:	A proposed bonus issue of 169,359,414 Bonus Warrants on the basis of 6 Bonus Warrants for every 20 existing Kerjaya Shares held on the Entitlement Date
RCPS	:	Redeemable convertible preference shares
Record of Depositors	:	A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
RM and sen	:	Ringgit Malaysia and sen respectively
Rules of Bursa Depository	:	The rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991 of Malaysia as amended from time to time, including Securities Industry (Central Depositories) Amendment Act, 1998 of Malaysia
Shareholders	:	Shareholders of Kerjaya
TEAP	:	Theoretical ex-all price
VWAP	:	Volume weighted average market price

Words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

All references to the time of day in this Circular are references to Malaysian time, unless otherwise stated.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that Kerjaya plans and objectives will be achieved.

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**KERJAYA PROSPEK GROUP BERHAD**

(Company No. 122592-U)  
(Incorporated in Malaysia)

**Registered Office**  
802, 8<sup>th</sup> Floor  
Block C, Kelana Square  
17 Jalan SS7/26  
47301, Petaling Jaya  
Selangor Darul Ehsan

26 January 2018

**Board of Directors**

Datuk Tee Eng Ho (*Executive Chairman*)  
Datin Toh Siew Chuon (*Executive Director*)  
Tee Eng Seng (*Executive Director*)  
Khoo Siong Kee (*Senior Independent Non-Executive Director*)  
Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof (*Independent Non-Executive Director*)  
Lim Kien Lai @ Lim Kean Lai (*Independent Non-Executive Director*)

**To: The Shareholders**

Dear Sir / Madam,

- (I) PROPOSED BONUS ISSUE OF SHARES**
- (II) PROPOSED BONUS ISSUE OF WARRANTS**

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**1. INTRODUCTION**

On 3 January 2018, AmlInvestment Bank, on behalf of the Board, announced that the Company proposes to undertake the following:-

- (i) a proposed bonus issue of 677,437,658 Bonus Shares on the basis of 6 Bonus Shares for every 5 existing Kerjaya Shares held on the Entitlement Date; and
- (ii) a proposed bonus issue of 169,359,414 Bonus Warrants on the basis of 6 Bonus Warrants for every 20 existing Kerjaya Shares held on the Entitlement Date.

On 24 January 2018, AmlInvestment Bank, on behalf of the Board, announced that Bursa Securities, vide its letter dated 24 January 2018, had resolved to approve the following:-

- (i) admission of the Bonus Warrants to the official list of Bursa Securities as well as the listing of and quotation for 169,359,414 Bonus Warrants on the Main Market of Bursa Securities;
- (ii) listing of and quotation for 677,437,658 Bonus Shares on the Main Market of Bursa Securities; and

- (iii) listing of and quotation for 169,359,414 new Kerjaya Shares to be issued arising from the exercise of Bonus Warrants on the Main Market of Bursa Securities,

subject to the conditions as disclosed in Section 7 of this Circular.

Further details of the Proposals are set out in the ensuing sections in this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS, TO SET OUT THE VIEW AND RECOMMENDATION OF THE BOARD AND TO SEEK YOUR APPROVAL UNDER THE ORDINARY RESOLUTIONS RELATING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, TOGETHER WITH THE APPENDICES CONTAINED IN THIS CIRCULAR BEFORE VOTING BY WAY OF POLL ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING EGM.**

## **2. DETAILS OF THE PROPOSALS**

The Proposed Bonus Issue of Shares will be implemented concurrently with the Proposed Bonus Issue of Warrants. The Proposals are not intended to be implemented in stages over a period of time.

As at the LPD, the share capital of Kerjaya stood at RM312,217,897 comprising 564,531,382 Kerjaya Shares.

### **2.1 Details of the Proposed Bonus Issue of Shares**

#### **2.1.1 Basis and number of the Bonus Shares**

The Proposed Bonus Issue of Shares entails the issuance of 677,437,658 Bonus Shares on the basis of 6 Bonus Shares for every 5 existing Kerjaya Shares held by the Entitled Shareholders.

The basis of the Proposed Bonus Issue of Shares of 6 Bonus Shares for every 5 existing Kerjaya Shares was arrived at after taking into consideration inter-alia, the potential dilution to Kerjaya Group's EPS vis-à-vis the future earnings and prospects of Kerjaya Group, as well as the potential adjustments to the share price of Kerjaya Shares arising from the Proposed Bonus Issue of Shares.

Fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with by the Board in such manner as it may in their absolute discretion deem expedient and in the best interest of the Company.

The Bonus Shares in respect of the Proposed Bonus Issue of Shares will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves. For illustrative purpose only, the TEAP pursuant to the Proposals is calculated as follows:-

TEAP pursuant to the Proposals	:	RM1.77*
Five (5)-day VWAP of Kerjaya Shares up to and including the LPD	:	RM3.95 per Kerjaya Share

**Note:-**

\* calculated based on the five (5)-day VWAP of Kerjaya Shares up to and including the LPD of approximately RM3.95 per Kerjaya Share.

The above adjustment is in accordance with paragraph 6.30 (1A) of the Listing Requirements.

## **2.1.2 Ranking of the Bonus Shares**

The Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Kerjaya Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which precedes the date of allotment of the Bonus Shares.

## **2.1.3 Listing of and quotation for the Bonus Shares**

Bursa Securities, vide its letter dated 24 January 2018, had approved, amongst others, the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue of Shares.

## **2.1.4 Capitalisation of reserves**

For the avoidance of doubt, there shall not be any capitalisation of the Company's reserves pursuant to the Proposed Bonus Issue of Shares.

Under the new Act which came into effect on 31 January 2017 and which replaces the Companies Act, 1965 ("**1965 Act**"), the concept of par value for shares of Malaysian companies has been abolished. Pursuant to the par value regime that was in force prior to the coming into force of the new Act, the 1965 Act had stipulated that shares may not be issued at a discount to their par value and an amount must be capitalised from retained earnings or reserves of a company and be transferred to the share capital account of a company in connection with an issuance of new shares.

Under the new Act, such requirements are no longer applicable and there is no stipulation that cash consideration must be paid or transferred in connection with an issuance of new shares. As a result of this, a bonus issue can now be undertaken either:-

- (i) by way of capitalisation from the share premium account or capital redemption reserves of a company (applicable only during the 24 months transitional period as stipulated under Section 618(3)(c) of the Act read together with Practice Note 1/2017 dated 8 February 2017 issued by the Companies Commission of Malaysia); or
- (ii) without capitalisation, in a manner akin to a subdivision of shares.

Given the foregoing and the fact that the Act now permits the issuance of bonus shares either with or without increasing a company's share capital, for the purposes of giving effect to the intention and rationale of the Proposals, the Board has resolved that the Bonus Shares shall be issued as fully paid shares at nil consideration and without capitalisation from the Company's reserves, in compliance with the provisions of the new Act.

Taking, inter-alia, the above into consideration, the implementation of the Proposed Bonus Issue of Shares is and will be in compliance with the Act.

## **2.2 Details of the Proposed Bonus Issue of Warrants**

### **2.2.1 Basis and number of the Bonus Warrants**

The Proposed Bonus Issue of Warrants entails the issuance of 169,359,414 Bonus Warrants on the basis of 6 Bonus Warrants for every 20 existing Kerjaya Shares held by the Entitled Shareholders on the same Entitlement Date as the Proposed Bonus Issue of Shares. For avoidance of doubt, the Bonus Shares are not entitled to the Bonus Warrants.

The basis of the Proposed Bonus Issue of Warrants of 6 Bonus Warrants for every 20 existing Kerjaya Shares was determined after taking into consideration inter-alia, the collective dilution impact to Kerjaya Group's EPS arising from both the issuance of Bonus Shares as well as the issuance of new Shares pursuant to the exercise of the Bonus Warrants vis-à-vis future earnings and prospects of Kerjaya Group. Consideration was also given to the potential adjustments to the share price of Kerjaya Shares arising from both the Proposals.

Fractional entitlements of the Bonus Warrants arising from the Proposed Bonus Issue of Warrants, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and in the best interest of the Company.

Assuming all the Bonus Warrants are exercised, a total of 169,359,414 new Kerjaya Shares will be issued.

The Bonus Warrants will be issued in registered form and constituted by a Deed Poll. The indicative salient terms of the Bonus Warrants are set out in Section 2.2.5 of this Circular.

### **2.2.2 Basis of determining and justification for the exercise price of the Bonus Warrants**

The Bonus Warrants will be issued at no cost to the Entitled Shareholders.

The exercise price of the Bonus Warrants will be determined and fixed by the Board at a later date after obtaining all relevant approvals but before the Entitlement Date, after taking into consideration the following:-

- (i) the historical market prices of Kerjaya Shares for the past 12 months and the theoretical ex-bonus price of Kerjaya Shares based on the five (5)-day VWAP of Kerjaya Shares immediately preceding the price-fixing date; and
- (ii) the future working capital requirements of Kerjaya Group.

Whilst it is the intention of the Company to fix the exercise price of the Warrants at a discount to TEAP, the quantum of the discount have yet to be determined at this juncture. The Company will in due course make an announcement on the pricing fixing of the exercise price of the Bonus Warrants.

For illustrative purpose only, the exercise price of the Bonus Warrants is assumed to be at RM1.59, which represents a discount of approximately 10% to the TEAP of approximately RM1.77 calculated based on the five (5)-day VWAP of Kerjaya Shares up to and including the LPD of approximately RM3.95 per Kerjaya Share.



### 2.2.3 Ranking of the Bonus Warrants and new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants

The holders of the Bonus Warrants will not be entitled to any voting rights or participation in any form of distribution other than on winding-up, compromise or arrangement of Kerjaya as set out in the Deed Poll and/or any offer of further securities in Kerjaya until and unless such holders of the Bonus Warrants exercise their Bonus Warrants into new Kerjaya Shares.

The new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants will, upon allotment and issuance, rank pari passu in all respects with the existing Kerjaya Shares, save and except that the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants will not be entitled to any to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders the entitlement date of which precedes the date of allotment and issuance of the said new Kerjaya Shares arising from the exercise of the Bonus Warrants.

### 2.2.4 Listing of and quotation for the Bonus Warrants and new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants

Bursa Securities, vide its letter dated 24 January 2018, had approved, amongst others, the admission of the Bonus Warrants to the Official List of Bursa Securities, as well as the listing of and quotation for the Bonus Warrants and the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue of Warrants.

### 2.2.5 Indicative salient terms of the Bonus Warrants

Issuer	:	Kerjaya
Issue size	:	169,359,414 Bonus Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants.
Form	:	The Bonus Warrants will be issued in registered form and constituted by the Deed Poll.
Tenure of the Bonus Warrants	:	5 years commencing on and including the date of issuance of the Bonus Warrants.
Exercise Period	:	The Bonus Warrants may be exercised at any time during the tenure of the Bonus Warrants, commencing from and including the date of issuance of the Bonus Warrants to the close of business at 5.00 p.m. on the Market Day immediately preceding the date which is the 5 <sup>th</sup> anniversary from the date of issuance of the Bonus Warrants (" <b>Exercise Period</b> "). Any Bonus Warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.
Exercise Price	:	The exercise price of the Bonus Warrants (" <b>Exercise Price</b> ") shall be determined by the Board at a later date after obtaining the relevant approvals but prior to the Entitlement Date. The Exercise Price and/or the number of Bonus Warrants in issue during the Exercise Period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll.
Subscription rights	:	Each Bonus Warrant shall entitle its registered holder to subscribe for 1 new Kerjaya Share at any time during the Exercise Period at the Exercise Price, subject to adjustments in accordance with the provisions of the Deed Poll.

Adjustments to the Exercise Price and/or the number of Bonus Warrants	: Subject to the provisions of the Deed Poll, the Exercise Price and/or the number of unexercised Bonus Warrants in issue may be subject to adjustments by the Board in consultation with an approved adviser appointed by the Company or the auditor in the event of any alteration in the share capital of the Company at any time during the tenure of the Bonus Warrants, whether by way of, amongst others, rights issue, bonus issue, consolidation of shares, subdivision of shares or reduction of capital, in accordance with the provisions of the Deed Poll.
Rights of the Bonus Warrants holders	: The Bonus Warrants do not confer on their holders any voting rights or any right to participate in any form of distribution and/or offer of further securities in the Company until and unless such holders of Bonus Warrants exercise their Bonus Warrants for new Kerjaya Shares in accordance with the provisions of the Deed Poll and such new Kerjaya Shares have been allotted and issued to such holders.
Rights in the event of winding up, liquidation, compromise and/or arrangement	: Where a resolution has been passed for a members' voluntary winding-up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then:- <ul style="list-style-type: none"> <li>(i) for the purposes of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the holders of Bonus Warrants (or some other persons designated by them for such purpose by special resolution) shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the holders of the Bonus Warrants; and</li> <li>(ii) in any other cases, every Bonus Warrants holder shall be entitled to exercise his/her Bonus Warrants at any time within 6 weeks after the passing of such resolution for a members' voluntary winding up of the Company or within 6 weeks after the granting of the court order approving the winding-up, compromise or arrangement, whereupon the Company shall allot the relevant new Kerjaya Shares to the Bonus Warrants holder credited as fully paid subject to the prevailing laws, and such Bonus Warrants holder shall be entitled to receive out of the assets of the Company which would be available in liquidation if he/she had on such date been the holder of the new Kerjaya Shares to which he/she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all subscription rights of the Bonus Warrants shall lapse and cease to be valid for any purpose.</li> </ul>
Deed Poll	: The Bonus Warrants shall be constituted by the Deed Poll to be executed by the Company.
Governing laws	: The Bonus Warrants and the Deed Poll shall be governed by the laws and regulations of Malaysia.

### **2.2.6 Utilisation of proceeds**

The Proposed Bonus Issue of Warrants is not expected to raise immediate funds for Kerjaya as the Bonus Warrants will be issued at no cost to the Entitled Shareholders.

The gross proceeds to be raised from the exercise of the Bonus Warrants is dependent on the total number of Bonus Warrants exercised during the tenure of the Bonus Warrants, as well as the exercise price of the Bonus Warrants, which will be determined and fixed at a later date. As such, the exact time frame for utilisation of the proceeds is not determinable at this juncture.

For illustrative purpose, the gross proceeds expected to be raised upon full exercise of the Bonus Warrants based on the indicative exercise price of RM1.59 per Bonus Warrant is approximately RM269.3 million. The gross proceeds to be raised from the exercise of the Bonus Warrants will be utilised for additional working capital for Kerjaya Group which includes, amongst others, payment to trade and other payables, staff costs and other operating expenses such as rental and utilities. The proceeds to be utilised for each component of working capital are subject to the Kerjaya Group's operating requirements at the time of utilisation and therefore cannot be determined at this juncture.

### **3. RATIONALE OF THE PROPOSALS**

The Board intends to undertake the Proposals to reward the Shareholders in the form of Bonus Shares and Bonus Warrants which will enable the Shareholders to have greater participation in the equity of Kerjaya in terms of number of shares while retaining their percentage of equity interest held. Additionally, the Proposals are also expected to improve the trading liquidity and marketability of Kerjaya Shares on the Main Market of Bursa Securities whilst increasing the capital base of the Company.

Furthermore, in view of the expiry of the previous Kerjaya warrants on 20<sup>th</sup> December 2017, the Board is of the view that the Proposed Bonus Issue of Warrants is an appropriate avenue to reward the existing Shareholders after taking into consideration, amongst others, the following factors:-

- (i) the issuance of Bonus Warrants will provide an opportunity to the Entitled Shareholders to further increase their equity participation in the Company by exercising the Bonus Warrants at a pre-determined price over the tenure of the Bonus Warrants. The Shareholders who are entitled to the Bonus Warrants may also benefit from any potential capital appreciation arising from the exercise of the Bonus Warrants; and
- (ii) the Bonus Warrants will enable the Company to raise future proceeds, as and when the Bonus Warrants are exercised, for working capital requirement of the Group.

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#### 4. INDUSTRY OUTLOOK AND PROSPECTS OF KERJAYA

Information in the ensuing Sections 4.1 and 4.2 have been extracted from the most recent available government publications and other publicly available resources.

##### 4.1. Overview and outlook of Malaysian economy

The Malaysian economy recorded a stronger growth of 6.2% in the third quarter of 2017 (2Q 2017: 5.8%). Private sector spending continued to be the main driver of growth. The external sector also contributed positively to growth, as real exports expanded at a faster pace (11.8%; 2Q 2017: 9.6%), supported by stronger demand from major trading partners. On a quarter-on-quarter seasonally-adjusted basis, the economy grew by 1.8% (2Q 2017: 1.3%).

Domestic demand grew by 6.6% in the third quarter of 2017 (2Q 2017: 5.7%), supported by continued expansion in both private sector expenditure (7.3%; 2Q 2017: 7.2%) and public-sector spending (4.1%; 2Q 2017: 0.2%). Private consumption expanded by 7.2% (2Q 2017: 7.1%), underpinned by better labour market conditions. In particular, private sector wages were sustained amid stronger employment growth.

On the supply side, growth was supported by continued expansion across all sectors. The services sector registered a higher growth in the third quarter of 2017. Growth of the wholesale & retail trade sub-sector was supported by continued growth in household spending. The information and communication sub-sector remained strong, driven by higher demand for data communication services, while the transportation and storage sub-sector benefited from the robust trade activities.

*(Source: BNM Quarterly Bulletin – 3rd Quarter 2017, Bank Negara Malaysia)*

The Malaysian economy is expected to remain resilient in 2018, with real gross domestic product (“GDP”) expanding between 5% and 5.5%, led by domestic demand. Private sector expenditure continues to be the primary driver of growth with private investment and consumption growing 8.9% and 6.8%, respectively. Meanwhile, public sector expenditure is forecast to decline, in line with lower capital outlays by public corporations. On the supply side, growth is expected to be broad based with all sectors registering positive growth. Malaysia’s external position is forecast to remain favourable supported by global growth and trade. Against this backdrop, the nominal gross nominal income (“GNI”) per capita is expected to increase 5.1% from RM40,713 in 2017 to RM42,777 in 2018. With investment growing at a faster pace, the savings-investment gap will narrow to 2.3% of GNI. The economy will continue to operate under conditions of full employment with an unemployment rate of below 4%, while inflation remains benign. In line with fiscal consolidation efforts, the fiscal deficit will further decline to 2.8% of GDP in 2018 (2017:3%). Accordingly, the Federal Government debt remains sustainable with the prudent limit of 55% of GDP. These developments will further strengthen the nation’s economic fundamentals and resilience to further propel the country towards the milestones of an advance and high-income nation by 2020, doubling the size of the economy to RM2 trillion in 2025 and joining the ranks of top 20 countries by 2050.

*(Source: Economic Report 2017/2018, Ministry of Finance)*

## 4.2. Overview and prospects of the construction and property sector in Malaysia

The housing market continued to exhibit signs of recovery in tandem with developments in the residential property market. During 2Q 2017, the housing transaction volume and value increased, on a quarter to quarter basis, by 2.5% and 0.5%, respectively (1Q 2017: -8.7% and -3.8%, respectively). The increase in activity was contributed mainly by transactions for the purchase of houses priced at RM500,000 and below, reflecting the sustained demand for affordable housing from the general public. House prices (as measured by the Malaysian House Price Index) continued to increase at a moderate annual pace of 6.7% in 1Q 2017 (4Q 2016: +7%), well below the previous peaks last observed during the 2012-2013 period (average growth of 12.3%).

Borrowers continue to have access to home financing, especially among first-time house buyers. The growth in outstanding house financing was sustained at 8.8% (2Q 2017: +8.9%), while the housing loan approval rate for the purchase of houses priced below RM500,000 remained high at 72.6% (2Q 2017: 74.1%).

Rental rates in the office space and shopping complex segments remained depressed in 2Q 2017 amid the excess supply. This situation, if left unchecked, could become a long-term structural issue with wide implications to the greater economy. Direct risks to banks from end-financing exposures to the office space and shopping complex segments remained small at 3.2% of total bank loans, supported by sound lending and valuation practices. The delinquency and impairment ratios for these exposures remained low at 0.6% and 1.2 %, respectively (2Q 2017: 0.8% and 1.2%, respectively).

*(Source: BNM Quarterly Bulletin – 3rd Quarter 2017, Bank Negara Malaysia)*

The construction sector grew 6.1% during the quarter (Q3 2016: 7.9%). The growth was primarily attributed to civil engineering and specialised construction activities which grew 13.7% and 8.6%, respectively (Q3 2016: 16.2%; 5.4%). Transportation and utility-related projects supported the growth of the civil engineering subsector. Meanwhile, the specialised construction activities expanded further driven by painting, interior designing, wiring and installations of sanitary equipment. The non-residential subsector rebounded 0.6% (Q3 2016: -4.2%) primarily supported by Government projects. However, the residential subsector moderated 0.5% (Q3 2016: 13%) as developers were cautious in launching new projects following high overhang.

During the quarter, the total value of construction work done recorded a steady growth of 8.1% to register RM34.5 billion covering 8,844 projects (Q3 2016: 10.7%; RM31.9 billion; 9,725 projects). The increase in total value of construction work done was driven largely by civil engineering (18%) and special trade activities (10.5%). In terms of project ownership, the private sector continues to lead the construction activity accounting for 62.6% of the total value of work done.

*(Source: Quarterly Update on the Malaysian Economy – 3rd Quarter 2017, Ministry of Finance, Malaysia)*

### 4.3. Prospects of Kerjaya Group

Kerjaya Group is principally involved in construction and property development. The diversified income stream from these businesses is one of the key strengths underpinning the Group's resilient financial performance. The construction division continues to be the largest segment of the Group followed by property development and manufacturing divisions.

Moving forward, the management of Kerjaya sees the construction segment continuing to be the main revenue driver of the Group. The Group's outstanding order-book stood at RM3.2 billion as at the end of November 2017. The Group intends to focus on the execution of the existing order-book while continuing to pursue both high rise and landed development projects from domestic markets to ensure there will be a continuance revenue stream for its construction segment.

In addition, the Group's maiden property development project, Vista Residences with a gross development value of approximately RM300 million, has an encouraging take-up rate of 71% with unbilled sales of approximately RM67 million as at 30 September 2017. The Group owns another piece of land located in Shah Alam on which it intends to launch a future property development at the appropriate time. Moving forward, the Group will continue to explore viable land opportunities to enhance shareholders' value in the long term.

Barring any unforeseen circumstances, the Group is cautiously optimistic on its overall businesses moving forward and will continue to sharpen its competitive edge to achieve sustainable growth in the current economic environment.

*(Source: Management of Kerjaya)*

## 5. EFFECTS OF THE PROPOSALS

### 5.1. Share Capital

For illustrative purposes, the proforma effect of the Proposals on the share capital of the Company is set out below:-

	No. of Kerjaya Shares	RM
As at the LPD	564,531,382	312,217,897
Transfer of share premium to share capital as per the Act	-	330,440,408
	564,531,382	642,658,305
To be issued pursuant to the Proposed Bonus Issue of Shares	677,437,658	-
	1,241,969,040	642,658,305
To be issued pursuant to the full exercise of Bonus Warrants	169,359,414	269,281,468
Enlarged issued share capital	<b>1,411,328,454</b>	<b>911,939,773</b>

## 5.2. Substantial shareholders' shareholdings

For illustrative purposes, the proforma effects of the Proposals on the shareholdings of the substantial shareholders of Kerjaya based on the Register of Substantial Shareholders of Kerjaya as at the LPD are set out below:-

	As at the LPD			After the Proposals		
	Direct		Indirect	Direct		Indirect
	No. of Kerjaya Shares	%	No. of Kerjaya Shares	No. of Kerjaya Shares	%	%
Amazing Parade Sdn Bhd	114,310,345	20.25	-	251,482,759	20.25	-
Egovision Sdn Bhd	282,352,267	50.02	-	621,174,987	50.02	-
Datuk Tee Eng Ho	-	-	399,357,755	-	-	70.74 (1)
Tee Eng Seng	-	-	396,662,612	-	-	70.26 (2)
Datin Toh Siew Chuon	2,695,143	0.48	396,662,612	5,929,315	0.48	70.26 (2)
						878,587,061
						872,657,746
						872,657,746

	Assuming full exercise of the Bonus Warrants		
	Direct		Indirect
	No. of Kerjaya Shares	%	No. of Kerjaya Shares
Amazing Parade Sdn Bhd	285,775,863	20.25	-
Egovision Sdn Bhd	705,880,668	50.02	-
Datuk Tee Eng Ho	-	-	998,394,389
Tee Eng Seng	-	-	991,656,531
Datin Toh Siew Chuon	6,737,856	0.48	991,656,531
			70.74 (1)
			70.26 (2)
			70.26 (2)

### Notes:-

- (1) Deemed interested by virtue of his spouse's direct shareholding and his interest in Egovision Sdn Bhd and Amazing Parade Sdn Bhd pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of his/her interest in Egovision Sdn Bhd and Amazing Parade Sdn Bhd pursuant to Section 8 of the Act.

### 5.3. NA per Share and Gearing

For illustrative purposes, the proforma effects of the Proposals on the audited consolidated NA and gearing of Kerjaya as at 31 December 2016 are set out below:-

	Audited as at 31 December 2016	Adjustment for subsequent events up to the LPD <sup>(1)</sup>	After the Proposals	Assuming full exercise of the Bonus Warrants <sup>(4)</sup>
	RM	RM	RM	RM
Share capital	254,532,782	312,217,897	642,658,305 <sup>(2)</sup>	911,939,773
RCPS – equity component	36,523,318	-	-	-
Reserves	330,333,440	330,764,680 <sup>(2)</sup>	324,272 <sup>(2)</sup>	324,272
Retained profit	140,444,288	140,444,288	140,194,288 <sup>(3)</sup>	140,194,288
Shareholders' fund / NA	<u>761,833,828</u>	<u>783,426,865</u>	<u>783,176,865</u>	<u>1,052,458,333</u>
No. of Kerjaya Shares in issue	509,065,564	564,531,382	1,241,969,040	1,411,328,454
NA per Share	1.50	1.39	0.63	0.75
Total borrowings	4,836,121	4,836,121	4,836,121	4,836,121
Gearing (times)	0.006	0.006	0.006	0.005

#### Notes:-

- (1) Being adjustment for the exercise of the 22,120,993 previous Kerjaya warrants at the exercise price of RM0.88 and conversion of 33,344,828 RCPS at the conversion price of RM1.16 from 1 January 2017 and up to the LPD.
- (2) Being amount credited to share premium account of the Company pursuant to the exercise of the previous Kerjaya warrants from 1 January 2017 up to 31 January 2017, prior to the enactment of the Act. Post 31 January 2017, the amount is fully credited to share capital account in accordance with the Act.
- (3) After deducting the estimated expenses of RM250,000.
- (4) After the full exercise of Bonus Warrants at the indicate exercise price of RM1.59 per Bonus Warrant.



#### 5.4. Earnings and EPS

The Proposals are not expected to have any material effect on the earnings of the Kerjaya Group for the financial year ending 31 December 2018, save for the dilution in EPS as a result of the increase in the number of Kerjaya Shares pursuant to the Proposed Bonus Issue of Shares, and as and when the Bonus Warrants are exercised into new Kerjaya Shares.

For illustration purposes, the effects of dilution in EPS based on the profit after tax of the Kerjaya Group for the financial year ended 31 December 2016 amounting to RM99,826,926, are depicted as follows:-

	<b>No. of Kerjaya Shares</b>	<b>EPS</b>
As at the LPD	564,531,382	RM0.18
After the Proposed Bonus Issue of Shares	1,241,969,040	RM0.08
Assuming full exercise of the Bonus Warrants	1,411,328,454	RM0.07*

**Note:-**

\* This has not taken into consideration any contribution to earnings arising from the gross proceeds expected to be raised upon full exercise of the Bonus Warrants of approximately RM269.3 million.

#### 5.5. Convertible Securities

The Company does not have any outstanding convertible securities as at the LPD.

#### 6. HISTORICAL SHARE PRICE

The monthly high and low closing market price of Kerjaya Shares for the past 12 months preceding the date of the Circular are set out as follow:-

	<b>High RM</b>	<b>Low RM</b>
<b>2017</b>		
January	2.32	2.17
February	2.52	2.30
March	2.68	2.42
April	3.13	2.58
May	3.32	2.90
June	3.44	3.17
July	3.79	3.20
August	3.76	3.46
September	3.91	3.61
October	3.92	3.64
November	4.10	3.82
December	4.11	3.91
Last transacted market price on 2 January 2018 (being the last Market Day prior to the announcement of the Proposals)		4.03
Last transacted market price as at the LPD		3.95

(Source: Bloomberg)

## 7. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:-

- (i) Bursa Securities, which was obtained vide its letter dated on 24 January 2018, for the following:
  - (a) admission of the Bonus Warrants to the official list of Bursa Securities as well as the listing of and quotation for 169,359,414 Bonus Warrants on the Main Market of Bursa Securities;
  - (b) listing of and quotation for the 677,437,658 Bonus Shares on the Main Market of Bursa Securities; and
  - (c) listing of and quotation for 169,359,414 new Kerjaya Shares to be issued on the Main Market of Bursa Securities arising from the exercise of Bonus Warrants,

subject to inter-alia, the following conditions:-

No	Conditions imposed	Status of compliance
1	Kerjaya and AmInvestment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposals	To be complied
2	Kerjaya and AmInvestment Bank to inform Bursa Securities upon the completion of the Proposals	To be complied
3	Kerjaya and AmInvestment Bank to furnish a certified true copy of the resolution passed by Kerjaya's shareholders at the EGM for the Proposals	To be complied
4	Kerjaya to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed	To be complied

- (ii) the Shareholders at the EGM of the Company to be convened; and
- (iii) any other authorities/parties, if required.

## 8. INTER-CONDITIONALITY

The Proposed Bonus Issue of Shares and the Proposed Bonus Issue of Warrants are not inter-conditional upon each other.

The Proposals are not conditional upon any other proposals undertaken or to be undertaken by the Company.

## 9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders of the Company and/or persons connected with them has any interest, direct and/or indirect, in the Proposals, save for their respective entitlements as shareholders of Kerjaya under the Proposals, which other Shareholders are similarly entitled to.

## 10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposals including but not limited to the rationale, as well as effects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolutions pertaining to the Proposals at the forthcoming EGM.

## 11. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, which is the subject matter of this Circular, the Board confirms that there are no other outstanding corporate proposals that have been announced to Bursa Securities but not yet completed prior to the printing of this Circular.

## 12. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, and subject to the receipts of all required approvals from the relevant parties and authorities, the Proposals are expected to be completed by 1<sup>st</sup> quarter of 2018.

The tentative timeline in relation to the implementation of the Proposals is as follows:-

<b>Date</b>	<b>Events</b>
Mid-February	EGM for the Proposals
Mid-February	Entitlement Date for the Proposals
Early March	Completion of the Proposals

## 13. EGM

An EGM will be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Malaysia on Monday, 12 February 2018, at 11.00 a.m., or at any adjournment thereof, to consider and, if thought fit, to pass the resolutions to give effect to the Proposals.

If you are unable to attend and vote in person at the EGM, please complete the Form of Proxy, which is attached in this Circular, in accordance with the instructions contained herein. The Form of Proxy should be lodged at the Registered Office of the Company at 802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301, Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time and date fixed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude a shareholder from attending and voting in person at the EGM should the shareholder subsequently wish to do so.

## 14. FURTHER INFORMATION

You are requested to refer to the enclosed appendices in this Circular for further information.

Yours faithfully  
For and on behalf of the Board of  
**KERJAYA PROSPEK GROUP BERHAD**

**DATUK TEE ENG HO**  
Executive Chairman

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## APPENDIX I – FURTHER INFORMATION

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### 1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts contained in this Circular, the omission of which would make any statement in this Circular false or misleading.

### 2. CONSENT

AmInvestment Bank, being the Principal Adviser for the Proposals, has, prior to the issuance of this Circular, given and not subsequently withdrawn its written consent for the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

### 3. CONFLICT OF INTEREST

The AmBank Group forms a diversified financial group and are engaged in a wide range of transactions relating to, amongst others, investment banking, commercial banking, private banking, brokerage, securities trading, asset and funds management and credit transaction services businesses. The AmBank Group's securities business is primarily in the areas of securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trade.

In the ordinary course of their businesses, any member of the AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its clients now have or in the future, may have interests or take actions that may conflict with the interests of the Kerjaya Group.

As at the LPD, the AmBank Group has extended certain credit facilities amounting to approximately RM269.6 million to Kerjaya Group, comprising amongst others bank guarantees and general credits facilities ("**Credit Facilities**"). The said Credit Facilities represent less than 0.3% compared to the total audited loans, advances and financing of AMMB Holdings Berhad (being the holding company of the AmBank Group) as at 31 March 2017.

Notwithstanding the above, AmInvestment Bank is of the opinion that its role as the Principal Adviser for the Proposals does not give rise to a conflict of interest situation in view that the said credit facilities have been extended by the AmBank Group in the ordinary course of its banking business and the terms and conditions of such facilities are not material in comparison with total audited loans, advances and financing of AmBank Group as at 31 March 2017.

### 4. MATERIAL LITIGATION, CLAIMS AND ABBITRATION

As at the LPD, the Kerjaya Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Group or any facts which are likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of the Kerjaya Group.

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**APPENDIX I – FURTHER INFORMATION (cont'd)**

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**5. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****5.1. Capital commitments**

As at the LPD, the Board is not aware of any capital commitments contracted or known to be contracted by the Group, upon becoming enforceable, may have a material impact on the Group's financial position.

**5.2. Contingent liabilities**

Save as disclosed below, as at the LPD, the Board is not aware of any contingent liabilities which may have a material impact on the Group's financial position, upon becoming enforceable:-

	<b>RM'000</b>
Corporate guarantees given to banks for facilities granted to subsidiaries	217,089
Corporate guarantees given to third parties for the benefit of the Group's subsidiaries	94,804
	<hr/>
	314,893

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection 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 during normal business hours from Monday to Friday (except public holidays) following the date of this Circular, up to and including the date of the EGM:-

- (i) the constitution of Kerjaya;
- (ii) the audited consolidated financial statements of Kerjaya for the past 2 FYEs 31 December 2016 and 31 December 2015;
- (iii) the unaudited consolidated financial statements of Kerjaya for the 9 months FPE 30 September 2017;
- (iv) the draft Deed Poll constituting the Bonus Warrants; and
- (v) the letter of consent referred to in Section 2 of Appendix I of this Circular.

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**KERJAYA PROSPEK GROUP BERHAD**

(Company No. 122592-U)

(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Kerjaya Prospek Group Berhad (“**Kerjaya**” or the “**Company**”) will be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Malaysia on Monday, 12 February 2018 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering, and if thought fit, passing the following resolution, with or without any modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF 677,437,658 NEW ORDINARY SHARES IN THE COMPANY (“KERJAYA SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF 6 BONUS SHARES FOR EVERY 5 EXISTING KERJAYA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**

“**THAT**, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue 677,437,658 new ordinary shares (“**Kerjaya Shares**” or “**Shares**”) (“**Bonus Shares**”) in the share capital of the Company credited to the entitled shareholders whose name appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later on the basis of 6 Bonus Shares for every 5 existing Kerjaya Shares held by such shareholders on that date (“**Proposed Bonus Issue of Shares**”);

**THAT**, the fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deem expedient and in the best interest of the Company;

**THAT**, the Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Kerjaya Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of Kerjaya, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

**AND THAT**, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue of Shares.”

## ORDINARY RESOLUTION 2

### **PROPOSED BONUS ISSUE OF 169,359,414 NEW WARRANTS IN KERJAYA (“BONUS WARRANTS”) ON THE BASIS OF 6 BONUS WARRANTS FOR EVERY 20 EXISTING KERJAYA SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES**

**“THAT**, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board to allot and issue 169,359,414 new warrants in the Company (**“Bonus Warrants”**) in registered form and constituted by a deed poll to be executed by the Company constituting the Bonus Warrants (**“Deed Poll”**) to the shareholders of the Company whose name appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later on the basis of 6 Bonus Warrants for every 20 existing ordinary shares (**“Kerjaya Shares”**) held by such shareholders on the Entitlement Date (**“Proposed Bonus Issue of Warrants”**);

**THAT**, the Board be and is hereby authorised to allot and issue such additional Bonus Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll (**“Additional Warrants”**);

**THAT**, the Board be and is hereby authorised to allot and issue such appropriate number of new Kerjaya Shares arising from the exercise of the Bonus Warrants by the holders of the Bonus Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Kerjaya Shares arising from the exercise of subscription rights represented by the Additional Warrants;

**THAT** the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the exercise price of the Bonus Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants and to adjust from time to time the exercise price and/or number of the Bonus Warrants to which the holder(s) of the Bonus Warrants are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll;

**THAT** the Bonus Warrants and the new Kerjaya Shares to be issued pursuant to the exercise of the Bonus Warrants shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the proceeds to be raised from the exercise of the Bonus Warrants be utilised for the purposes as set out in Section 2.2.6 of the Circular to Shareholders dated 26 January 2018 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 and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

**THAT**, the fractional entitlements of the Bonus Warrants arising from the Proposed Bonus Issue of Warrants, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and in the best interest of the Company;

**THAT**, the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants and/or Additional Warrants will, upon allotment and issuance, rank pari passu in all respects with the existing Kerjaya Shares, save and except that the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants and / or Additional Warrants will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders the entitlement date of which precedes the date of allotment and issuance of the said new Kerjaya Shares arising from the exercise of the Bonus Warrants and/or Additional Warrants;

**THAT**, the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Bonus Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll (including, without limitation, the affixing of the Company’s common seal, where necessary);

**THAT**, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue of Warrants;

**AND THAT** this Ordinary Resolution 2 constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Bonus Warrants, Additional Warrants (if any) and new Kerjaya Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants.”

By Order of the Board

**SEOW FEI SAN**  
**MOK MEE KEE**  
Company Secretaries

Petaling Jaya  
26 January 2018

**Notes:-**

1. *Only depositors whose names appear in the Record of Depositors as at 2 February 2018 shall be regarded as members and entitled to attend, speak and vote at the meeting.*
2. *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.*
3. *A member may appoint not more than 2 proxies to attend the meeting. Where a member appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.*
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 1 but not 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.*
5. *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.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.*
7. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8<sup>th</sup> 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.*





# FORM OF PROXY

Number of shares held

**KERJAYA PROSPEK GROUP BERHAD**  
(Company No. 122592-U)

I/We .....  
(FULL NAME IN CAPITAL LETTERS)

NRIC No./Company No. ....

CDS Account No. ....

of .....  
(FULL ADDRESS)

being a member(s) of **KERJAYA PROSPEK GROUP BERHAD** (Company No. 122592-U) hereby appoint  
.....  
(FULL NAME AND NRIC NO.)

of .....  
(FULL ADDRESS)

or failing him/her .....  
(FULL NAME AND NRIC NO.)

of .....  
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Malaysia on Monday, 12 February 2018 at 11.00 a.m., or at any adjournment thereof, as indicated below:-

Resolutions	For	Against
Ordinary Resolution 1		
Ordinary Resolution 2		

\* Please indicate with a cross (X) in spaces provided whether you wish your vote(s) to be cast for or against the resolution set out in the Notice of Meeting. In the absence of specific direction, your proxy may vote or abstain as he/she thinks fit.

Signed this ..... day of ..... 2018 Signature of member(s)/Seal

**Notes:-**

1. Only depositors whose names appear in the Record of Depositors as at 2 February 2018 shall be regarded as members and entitled to attend, speak and vote at the meeting.
2. 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.
3. A member may appoint not more than 2 proxies to attend the meeting. Where a member appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
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 1 but not 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.
5. 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8<sup>th</sup> 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.



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AFFIX  
STAMP

THE COMPANY SECRETARIES  
**KERJAYA PROSPEK GROUP BERHAD** (122592-U)  
802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26,  
47301, Petaling Jaya, Selangor Darul Ehsan

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