



AME ELITE CONSORTIUM BERHAD
(Registration No. 201801030789 (1292815-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of AME Elite Consortium Berhad (“AME” or the “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting (“RPEV”) facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Wednesday, 11 May 2022 at 10.00am or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSALS OF 31 INDUSTRIAL PROPERTIES AND 3 INDUSTRIAL-RELATED PROPERTIES (COLLECTIVELY “SUBJECT PROPERTIES”) BY 5 SUBSIDIARIES OF AME (“VENDORS”) INTO AME REAL ESTATE INVESTMENT TRUST (“AME REIT”), A REAL ESTATE INVESTMENT TRUST TO BE ESTABLISHED BY AME, THE SPONSOR, FOR A TOTAL CONSIDERATION OF RM557.0 MILLION TO BE SATISFIED VIA THE PROPOSED ISSUANCE OF 520.0 MILLION UNDIVIDED INTEREST IN AME REIT (“CONSIDERATION UNITS” OR “UNITS”) AND CASH CONSIDERATION OF RM37.0 MILLION (“PROPOSED DISPOSALS”)

“THAT, subject to the passing of Ordinary Resolutions 2 and 3 as well as contingent upon the approvals of the relevant authorities and/or parties to be obtained (where required), approval be and is hereby given, for the disposals of the Subject Properties by the respective Vendors to AME REIT, upon the terms and conditions set out in the respective sale and purchase agreements to be entered into by the respective Vendors and RHB Trustees Berhad, the trustee of AME REIT (on behalf of AME REIT) (“Proposed Trustee”) (“SPAs”), for a total consideration of RM557.0 million to be satisfied via the proposed issuance of 520.0 million Consideration Units and cash consideration of RM37.0 million;

THAT, the board of directors of AME (“Board”) be and is hereby empowered and authorised to determine and at any time following determination, vary, if deemed fit, necessary and/or expedient, any adjustments to be made to the total consideration for any or all of the Subject Properties and the number of Consideration Units and/or composition of cash/Consideration Units to be received in connection with the Proposed Disposals, in such manner as the Board shall in its absolute discretion deem fit or expedient or in the best interests of the Company;

AND THAT, the Board be and is hereby authorised and empowered to give full effect to the Proposed Disposals with full power to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications, adjustments and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps to execute and deliver and/or cause to be executed and delivered the SPAs, memorandum of transfer in favour of the Proposed Trustee, the application(s) for the approval of the state authority in respect of the restriction-in-interest for the disposals of the Subject Properties to the Proposed Trustee (if applicable), licensing and other arrangements in connection with the proposed listing of the Consideration Units and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties as may be deemed necessary and to do all such acts and matters as it may consider necessary to implement, finalise and give full effect to and complete the Proposed Disposals.”

ORDINARY RESOLUTION 2

PROPOSED OFFERING OF A TOTAL OF 254.8 MILLION CONSIDERATION UNITS BY AME’S SUBSIDIARIES COMPRISING:

I. PROPOSED RETAIL OFFERING OF UP TO APPROXIMATELY 174.8 MILLION UNITS AT A RETAIL PRICE TO BE DETERMINED LATER, CONSISTING OF THE FOLLOWING:

- A. UP TO APPROXIMATELY 156.6 MILLION RESTRICTED OFFER FOR SALE (“ROFS”) UNITS TO THE SHAREHOLDERS WHOSE NAMES APPEAR ON THE RECORD OF DEPOSITORS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD (“ENTITLEMENT DATE”) ON THE BASIS OF 1 ROFS UNITS FOR EVERY 5 ORDINARY SHARES HELD IN AME ON THE ENTITLEMENT DATE (“PROPOSED ROFS”);**
- B. UP TO 7.8 MILLION UNITS TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF AME AND ITS SUBSIDIARIES (“PROPOSED RESTRICTED PINK FORM OFFERING”); AND**
- C. 10.4 MILLION UNITS FOR APPLICATION BY THE MALAYSIAN PUBLIC, OF WHICH 5.2 MILLION UNITS ARE RESERVED FOR THE BUMIPUTERA PUBLIC (“PROPOSED PUBLIC OFFERING”); AND**

II. PROPOSED INSTITUTIONAL OFFERING OF AT LEAST APPROXIMATELY 80.0 MILLION UNITS TO MALAYSIAN INSTITUTIONAL INVESTORS AND SELECTED INVESTORS, INCLUDING BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY, AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING (“PROPOSED INSTITUTIONAL OFFERING”),

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS.

(“PROPOSED OFFERING”)

“THAT, subject to the passing of Ordinary Resolutions 1 and 3 as well as contingent upon the approvals of the relevant authorities/parties to be obtained (where required), approval be and is hereby given for AME to undertake and implement the Proposed Offering in the manner set out in Section 2.3 of the circular to shareholders of AME dated 26 April 2022 (“Circular”);

THAT, the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed ROFS in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient or in the best interests of AME (including, without limitation to disregard such fractional entitlements);

THAT, the Board be and is hereby empowered and authorised to appoint Hong Leong Investment Bank Berhad (“HLIB”) as the Managing Underwriter for the Proposed Restricted Pink Form Offering and the Proposed Public Offering;

THAT, the Board be and is hereby empowered and authorised to make available for subscription by the institutional investors and selected investors such Units under the Proposed Institutional Offering and to appoint HLIB as the Bookrunner;

THAT, the proceeds from the Proposed Disposals and the Proposed Offering of up to approximately 254.8 million Consideration Units be used for the purposes as set out in Section 4 of the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of use 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 to the approval of the relevant authorities (where required);

AND THAT, the Board be and is hereby authorised and empowered to take all such steps and to do all acts, deeds and things to execute, enter into, sign and deliver for and on behalf of AME, all such documents as it may deem necessary, expedient and/or appropriate to implement and give full power to fix and vary the entitlement date and time, payment date and/or effective date for the Proposed Offering and assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required or imposed or permitted by the relevant authorities/parties and with full power to make any amendments, variations or modifications to the terms and/or conditions of the Proposed Offering, including any amendments to the number of Units to be offered under the Proposed Offering, in any manner as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in the best interests of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ADMISSION OF AME REIT TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE PROPOSED LISTING OF AND QUOTATION FOR 520.0 MILLION UNITS ON THE MAIN MARKET OF BURSA SECURITIES (“PROPOSED LISTING”)

“THAT, subject to the passing of Ordinary Resolutions 1 and 2 as well as contingent upon the approvals of the relevant authorities/parties to be obtained (where required), approval be and is hereby given to AME for the listing of and quotation for 520.0 million Consideration Units on the Main Market of Bursa Securities;

AND THAT, the Board be and is hereby authorised and empowered to complete and to do all such steps and to do all acts, deeds and things (including approving, modifying and executing all documents) as it may consider necessary, expedient and/or appropriate in connection with the Proposed Listing with full power to give effect or assent to any conditions, modifications, variations and/or amendments in any manner as may be required/permitted by the relevant authorities/parties or otherwise deemed by the Board to be in the best interests of the Company.”

By Order of the Board

LEONG SIEW FOONG (MAICSA 7007572) (SSM PC No. 202008001117)
SANTHI A/P SAMINATHAN (MAICSA 7069709) (SSM PC No. 201908002933)
Company Secretaries

Johor Bahru
26 April 2022

Notes:

1. As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia’s official guidance on social distancing, the EGM of the Company will be conducted on a fully virtual basis where shareholders are only allowed to participate remotely through live streaming and online remote voting using Remote Participation and Electronic Voting (“RPEV”) facilities via online meeting platform available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657). Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate, speak and vote remotely via RPEV facilities.
2. According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, an online meeting platform can be recognised as the meeting venue or place under Section 327 (2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including the Chairman of the meeting, Board members, senior management and shareholders shall participate the meeting online.
3. Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), and exempt authorised nominees which holds ordinary shares in the Company for multiple owners in one securities account (“omnibus account”), is entitled to appoint another person as his proxy to exercise all or any of his rights to participate, speak and vote instead of him at the EGM, and that such proxy need not be a member.
4. Where a member appoints more than 1 proxy (subject always to a maximum of 2 proxies at each meeting), the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in an 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
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 such appointer is a corporation under its common seal or the hand of its officer or attorney.
7. The instrument appointing a proxy must be deposited with the Share Registrar of the Company situated at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or deposit the Form(s) of Proxy by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time set for holding the EGM.
8. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in the electronic EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least 48 hours before this meeting. The last date and time for lodgement of Form(s) of Proxy is 9 May 2022 at 10.00am.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice will be put to vote on a poll.
10. Only a depositor whose name appears in the Record of Depositors as at 5 May 2022 shall be entitled to participate, speak and vote at this meeting or appoints a proxy or proxies to participate, speak and vote on his behalf.
11. In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad’s website and the Company’s website at <http://www.ame-elite.com> for the latest updates on the status of the EGM.