

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

The purpose of this Notice is to provide you with the information pertaining to the suspension of trading of SPB Shares (as defined herein) on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the Entitlement Date (as defined herein) for the SCR (as defined herein). **You are not required to take any action.**

Bursa Securities take no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



SELANGOR PROPERTIES BERHAD

(Co. No. 5199-X)

(Incorporated in Malaysia)

NOTICE TO SHAREHOLDERS

IN RELATION TO

THE SUSPENSION OF TRADING OF THE ORDINARY SHARES IN SELANGOR PROPERTIES BERHAD ("SPB") ("SPB SHARES") AND THE ENTITLEMENT DATE FOR THE SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF SPB PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("SCR")

Principal Adviser



CIMB Investment Bank Berhad (18417-M)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT DATES:

Last date and time for trading of SPB Shares	:	Monday, 6 May 2019 at 5.00 p.m.
Suspension of trading of SPB Shares	:	With effect 9.00 a.m. on Tuesday, 7 May 2019
Entitlement date for the SCR	:	Monday, 13 May 2019 at 5.00 p.m. (" Entitlement Date ")

This Notice is dated 29 April 2019

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

Act	:	Companies Act 2016
Board	:	Board of Directors of SPB
Bonus Issue	:	The bonus issue of up to 382,093,338 Bonus Shares by way of capitalising up to RM382,093,338 from the retained earnings of the Company, in order to increase the share capital of SPB up to a level which is sufficient for the capital reduction
Bonus Shares	:	Up to 382,093,338 new SPB Shares to be issued pursuant to the Bonus Issue. The Bonus Shares will not be credited into the CDS accounts of the Entitled Shareholders and will not be listed on the Official List
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
CDS	:	Central Depository System
CIMB or Principal Adviser	:	CIMB Investment Bank Berhad (Company No. 18417-M)
Completion	:	The completion of the SCR
Director(s)	:	Director(s) of SPB
Document	:	The document dated 22 January 2019 to the shareholders of SPB in relation to the SCR
eDividend Accounts	:	The bank accounts registered with Bursa Depository by the Entitled Shareholders for purposes of receiving electronic cash dividend payments
Effective Date	:	The date on which an office copy of the High Court Order is lodged with the Registrar pursuant to Section 116(6) of the Act
EGM	:	Extraordinary general meeting
Entitled Shareholders	:	The shareholders of SPB (other than the Non-Entitled Shareholder) whose names appear on the Record of Depositors of SPB as at the Entitlement Date
Entitlement Date	:	13 May 2019, being the date determined and announced by the Board, on which the names of the Entitled Shareholders must be registered in the Record of Depositors of SPB as at the close of business for the purpose of determining their entitlement under the SCR
High Court	:	High Court of Malaya
High Court Order	:	An order granted by the High Court confirming the reduction of the share capital of SPB pursuant to Section 116 of the Act
Interested Director	:	Wen Chiu Chi
Kayin or Non-Entitled Shareholder	:	Kayin Holdings Sdn Bhd (Company No. 6215-D)

DEFINITIONS *(cont'd)*

Kayin (M)	: Kayin (M) Sdn Bhd (Company No. 1007257-U)
LPD	: 19 April 2019, being the latest practicable date prior to the printing and despatch of this Notice
Market Day	: A day on which Bursa Securities is open for trading in securities
Non-Interested Directors	: Directors of SPB other than the Interested Director
Notice	: This notice dated 29 April 2019 to the shareholders of SPB in relation to the suspension of trading of SPB Shares and the Entitlement Date for the SCR
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
PAC(s)	: Persons acting in concert with Kayin in relation to the SCR pursuant to Section 216(2) and 216(3) of the Capital Markets and Services Act, 2007, namely Wen Chiu Chi, Wen Ming Kang, Wen Hsia Min and Lee Boon Kian
Proposal Letter	: The proposal letter dated 25 October 2018 issued by Kayin to the Board requesting SPB to undertake the SCR
Record of Depositors	: A record of securities holders provided by Bursa Depository pursuant to the rules of the central depository as defined in the Securities Industry (Central Depositories) Act 1991
Registrar	: Registrar of Companies
Revised Proposal Letter (1)	: The revised proposal letter dated 17 December 2018 issued by Kayin to the Board, notifying the Board that the offer price for each existing SPB Share has been revised from RM5.70 to RM6.00
Revised Proposal Letter (2)	: The revised proposal letter dated 15 January 2019 issued by Kayin to the Board, notifying the Board that the offer price for each existing SPB Share has been revised from RM6.00 to RM6.30
RM and sen	: Ringgit Malaysia and sen, respectively
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions
SC	: Securities Commission Malaysia
SCR	: The selective capital reduction and repayment exercise of SPB pursuant to Section 116 of the Act
SCR Offer Price	: RM6.30 per SPB Share, being the cash consideration to be paid for each existing SPB Share held by the Entitled Shareholders on the Entitlement Date pursuant to the SCR
Share Registrar	: Tricor Investor & Issuing House Services Sdn Bhd (Company No. 11324-H)
SPB or Company	: Selangor Properties Berhad (Company No. 5199-X)

DEFINITIONS *(cont'd)*

SPB Share(s) : Ordinary share(s) of SPB

SPB Group or Group : SPB and its subsidiaries, collectively

All references to “**we**”, “**us**”, “**our**” and “**ourselves**” in this Notice, if any, shall mean SPB or where the context requires, the SPB Group.

References to “**you**” or “**your**” are to the shareholders of SPB, unless the context otherwise requires.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the figures included in this Notice between the amounts listed, actual figures and the totals thereof are due to rounding.

CONTENTS

	PAGE
NOTICE TO SHAREHOLDERS OF SPB CONTAINING:	
1. INTRODUCTION	1
2. DETAILS OF THE SCR	2
3. SUSPENSION OF TRADING OF SPB SHARES	3
4. ENTITLEMENT DATE FOR THE SCR	3
5. MODE AND TIMING OF SETTLEMENT	3
6. CONSENTS	4
7. DIRECTORS' RESPONSIBILITY STATEMENT	4
8. ADDITIONAL INFORMATION	4

SELANGOR PROPERTIES BERHAD

(Company No. 5199-X)
(Incorporated in Malaysia)

Registered Office:

Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

29 April 2019

Board of Directors:

Wen Chiu Chi (*Executive Chairman*)
Ong Liang Win (*Non-Independent Non-Executive Director*)
Marcia Kok Suet Ling (*Independent Non-Executive Director*)
Stephen John Scudamore (*Independent Non-Executive Director*)

To: The shareholders of SPB

Dear Sir/ Madam,

NOTICE TO OUR SHAREHOLDERS IN RELATION TO THE SUSPENSION OF TRADING OF SPB SHARES AND THE ENTITLEMENT DATE FOR THE SCR

1. INTRODUCTION

- 1.1 On 25 October 2018, SPB announced that our Board had on the same date received the Proposal Letter from Kayin, informing us of its intention to privatise SPB by way of a selective capital reduction and repayment exercise pursuant to Section 116 of the Act and requesting SPB to undertake the SCR for this purpose.
- 1.2 On 8 November 2018, our Board (save for the Interested Director), had appointed Mercury Securities Sdn Bhd as the Independent Adviser to provide comments, opinion, information and recommendation to the Board (save for the Interested Director) and to the disinterested shareholders in respect of the SCR.
- 1.3 On 17 December 2018, CIMB, on behalf of our Board, announced that our Board received the Revised Proposal Letter (1) from Kayin, notifying the Board that the offer price under the SCR has been revised from RM5.70 to RM6.00 for each existing SPB Share.
- 1.4 On 17 December 2018, CIMB, on behalf of our Board, announced that our Board (save for the Interested Director) had, at a meeting held on 17 December 2018, deliberated on the contents of the Proposal Letter as well as the Revised Proposal Letter (1) and had resolved to table the SCR to the Entitled Shareholders for their consideration and approval.
- 1.5 On 15 January 2019, CIMB, on behalf of our Board, announced that our Board received the Revised Proposal Letter (2) from Kayin, informing the Board that the offer price under the SCR has been further revised from RM6.00 to RM6.30 for each existing SPB Share. Our Board (save for the Interested Director) had on even date deliberated on the contents of the Revised Proposal Letter (2) and had resolved to table the SCR (the terms of which are revised based on the Revised Proposal Letter (2)) to the Entitled Shareholders for their consideration and approval.

- 1.6 The SC had vide its letters dated 17 January 2019 notified us that the SC has no further comments to the Document. The Document was subsequently despatched to our shareholders on 22 January 2019 for the purpose of providing the relevant information pertaining to the SCR to our shareholders and to seek the approval for the SCR from the disinterested shareholders via the special resolution that was tabled at the EGM held on 14 February 2019.
- 1.7 On 14 February 2019, our Board announced that the disinterested shareholders had approved the SCR at the EGM held on even date.
- 1.8 On 18 April 2019, CIMB, on behalf of our Board, announced that the High Court had on the same date granted an order confirming the reduction of the share capital of our Company in accordance with Section 116 of the Act to give effect to the SCR. The SCR will become effective upon the lodgement of the office copy of the High Court Order with the Registrar pursuant to Section 116(6) of the Act.
- 1.9 On 25 April 2019, CIMB, on behalf of our Board, announced that the Entitlement Date has been fixed at 5.00 p.m. on 13 May 2019.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION PERTAINING TO THE SUSPENSION OF TRADING OF SPB SHARES ON THE MAIN MARKET OF BURSA SECURITIES AND THE ENTITLEMENT DATE FOR THE SCR. YOU ARE NOT REQUIRED TO TAKE ANY ACTION.

2. DETAILS OF THE SCR

- 2.1 The SCR involves SPB undertaking a selective capital reduction and capital repayment pursuant to Section 116 of the Act in respect of the SPB Shares held by the Entitled Shareholders.
- 2.2 As at the LPD, the issued share capital of SPB is RM545,370,929¹ comprising 343,616,761 SPB Shares.
- 2.3 As at the LPD, Kayin and its PACs collectively hold 234,522,683 SPB Shares, representing approximately 68.25% of the total SPB Shares in issue.
- 2.4 As at the LPD, the Entitled Shareholders collectively hold 109,169,525 SPB Shares, representing approximately 31.77% of the total SPB Shares in issue. Pursuant to the SCR, the Entitled Shareholders will receive a total capital repayment of RM687,768,007.50 which represents a cash repayment of RM6.30 for each SPB Share held by the Entitled Shareholders on the Entitlement Date.

For the avoidance of doubt, Kayin will not be entitled to the capital repayment pursuant to the SCR, but its PACs (namely Wen Chiu Chi and Lee Boon Kian who have direct interests in SPB) will participate as Entitled Shareholders for the SCR.
- 2.5 Based on the shareholding as at the LPD, the issued share capital of SPB will be reduced by up to RM687,768,007.50 pursuant to the SCR.
- 2.6 In view that the issued share capital to be reduced is higher than the existing issued share capital of SPB of RM545,370,929, SPB will undertake the Bonus Issue. The Bonus Issue is purely to facilitate the implementation of the SCR.
- 2.7 Kayin will waive its entitlements to the Bonus Shares to be issued pursuant to the Bonus Issue.

¹ The credit standing in our Company's share premium account amounting to RM201,754,168 became part of our Company's share capital pursuant to the transitional provisions set out in Section 618(2) of the Act that came into effect on 31 January 2017.

- 2.8 The Bonus Shares issued to the Entitled Shareholders under the Bonus Issue will be cancelled immediately after issuance to facilitate the implementation of the SCR. As such, the Bonus Shares will not be credited into the CDS accounts of the Entitled Shareholders nor will they be listed on the Official List.
- 2.9 All SPB Shares, including the Bonus Shares, will be cancelled save for the SPB Shares which are held by Kayin. As at the LPD, Kayin holds 234,447,236 SPB Shares. Upon Completion, Kayin will hold the remaining SPB Shares which are not cancelled and will own 100% equity interest in SPB.
- 2.10 Kayin have indicated that **they do not intend to maintain the listing status of SPB on the Main Market of Bursa Securities**. As such, an application to Bursa Securities pursuant to Paragraph 16.08 of the Main Market Listing Requirements of Bursa Securities to de-list SPB and withdraw its listing status from the Official List of Bursa Securities upon Completion will be made.
- 2.11 Further details of the SCR had already been set out in the Document which was despatched to our shareholders on 22 January 2019.

3. SUSPENSION OF TRADING OF SPB SHARES

The trading of SPB Shares on the Main Market of Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 7 May 2019 being three (3) clear Market Days prior to the Entitlement Date. Accordingly, the last date and time for trading of SPB Shares on the Main Market of Bursa Securities prior to the suspension will be at 5.00 p.m. on Monday, 6 May 2019.

SPB Shares will no longer be traded on the Main Market of Bursa Securities following its suspension on Tuesday, 7 May 2019. For the avoidance of doubt, the trading of SPB Shares will continue to be suspended until the delisting of our Company from the Official List following the completion of the SCR.

4. ENTITLEMENT DATE FOR THE SCR

The Entitlement Date for the SCR will be on Monday, 13 May 2019.

The Entitled Shareholders shall be entitled to receive the SCR Offer Price for each existing SPB Share held provided that:

- (i) such SPB Shares are transferred into your CDS account(s) on or before 4.00 p.m. on Monday, 13 May 2019; and
- (ii) such SPB Shares are bought on Bursa Securities on a cum-entitlement basis according to the rules of Bursa Securities.

5. MODE AND TIMING OF SETTLEMENT

The settlement of the SCR Offer Price will be effected via electronic remittance to the Entitled Shareholders' eDividend Accounts duly registered with Bursa Depository within 10 days from the Effective Date. For the Entitled Shareholders who do not maintain eDividend Accounts, the settlement of the SCR Offer Price will be effected via remittance in the form of cheques, banker's drafts and/or cashier's orders which will be despatched by ordinary mail to the Entitled Shareholders (or their designated agents, as they may direct) at the Entitled Shareholders' registered addresses last maintained with Bursa Depository at their own risk within 10 days from the Effective Date.

Entitled Shareholders who are not residents of Malaysia are advised that the settlement of the SCR Offer Price will be made in RM. Such Entitled Shareholders who wish to convert the amount received into foreign currency for repatriation may do so after payment of the appropriate fee and/or charges as levied by the respective financial institutions.

6. CONSENTS

CIMB and Tricor Investor & Issuing House Services Sdn Bhd, being our Principal Adviser and Share Registrar respectively, have given and have not subsequently withdrawn their written consents to the inclusion of their names and all references thereto in the form and context in which they appear in this Notice.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by our Board who collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. Our Board hereby confirms that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein false or misleading.

8. ADDITIONAL INFORMATION

If you have any enquiries concerning this Notice, you may contact our Share Registrar at the contact details set out below:

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
Malaysia

Tel. No. : (603) 2783 9299
Fax. No. : (603) 2783 9222
Contact person : Ms. Samantha Goh / Mr. Eric Low

Yours faithfully,
For and on behalf of the Board of
SELANGOR PROPERTIES BERHAD

ONG LIANG WIN
Non-Independent Non-Executive Director