

NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth (15<sup>th</sup>) Annual General Meeting of the Company will be held at Crown 1, Level 1, Crystal Crown Hotel Kuala Lumpur, No. 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Tuesday, 11 June 2019 at 10.00 a.m. to transact the following business:

**As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December (refer to Note A) 2018 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of the Directors' fees up to RM240,000 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM24,000 for the period from 12 June 2019 until the conclusion of the next AGM of the Company. (Ordinary Resolution 1)
3. To re-elect the following Directors who are retire by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible, offer themselves, for re-election: (Ordinary Resolution 2)
  - i) Mak Siew Wei (Ordinary Resolution 3)
  - ii) Lee Kean Teong (Ordinary Resolution 4)
4. To re-appoint Messrs UHY as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

**As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following resolutions: -

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 5)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

6. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES** (Ordinary Resolution 6)

THAT subject to the compliance with Section 127 of the Companies Act, 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 30 April 2019.

THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of ACE Market Listing Requirements of Bursa Securities and any other relevant authorities.

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the ACE Market Listing Requirements of Bursa Securities and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

7. To transact any other business for which due notice shall have been given pursuant to the Companies Act, 2016.

**BY ORDER OF THE BOARD**

Tan Tong Lang (MAICSA 7045482)  
Thien Lee Mee (f) (LS0009760)  
Company Secretaries

Kuala Lumpur  
30 April 2019

**Notes:-**

- A. This Agenda item is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 and the Company's Constitution provide that the Audited Financial Statements are to be laid in the general meeting. Hence, it is not put forward for voting.
- (i) A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, vote and speak instead of him. A proxy may but need not be a member of the Company.
- (ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iii) 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.
- (iv) Where a member or authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notorally certified copy of that power or authority shall be deposited at the Company's Share Registrar Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (vii) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 31 May 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
- (viii) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 15th AGM will be put to vote by way of poll.

**Explanatory Notes to Special Business:-**

**ORDINARY RESOLUTION 5**

**AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

The proposed Ordinary Resolution 5, if passed, will renew the authority to empower the Director of the Company to issue and allot shares of the Company up to and not exceeding in total 10% of the issued share capital of the Company from time to time and for such purposes as they consider would be in the best interest of the Company ("Renewed Mandate"). The Renewed Mandate will unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 8 June 2018 and such general mandate will lapse at the conclusion of the Fifteenth Annual General Meeting of the Company. The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions.

**ORDINARY RESOLUTION 6**

**PROPOSED RENEWAL SHARE BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES**

This proposed Ordinary Resolution 6, if passed, will give the Directors of the Company authority to purchase its own shares up to ten percent (10%) of its issued and paid-up share capital. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting. The proposed renewal of authority for the Company to purchase its own shares is set out in the Statement to Shareholders dated 30 April 2019 accompanying the Company's Annual Report 2018.