

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting of the Company will be held at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 November 2019 at 10.00 a.m. to transact the following businesses: -

**AGENDA**

1. To lay the Audited Financial Statements of the Company for the financial period ended 30 June 2019 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**

2. To approve the payment of Directors' fees of up to RM450,000 from 30 November 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 1**

3. To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM20,000 to the Non-Executive Directors with effect from 30 November 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**

4. To re-elect the following directors who retire pursuant to Article 133 of the Company's Constitution:-

- 4.1 Ong Tee Kein **Ordinary Resolution 3**
- 4.2 Professor Dr. Sureswaran Ramadass **Ordinary Resolution 4**

5. To re-appoint Messrs PKF as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

6. Authority to Allot Shares **Ordinary Resolution 6**

As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: -

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

7. Proposed Retention of Independent Non-Executive Director

As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

i. "THAT General Tan Sri Dato' Sri Hj. Suleiman bin Mahmud RMAF (Rtd) be and is hereby retained as an Independent Non-Executive Director of the Company." **Ordinary Resolution 7**

ii. "THAT Mr. Yee Yit Yang be and is hereby retained as an Independent Non-Executive Director of the Company." **Ordinary Resolution 8**

8. Proposed Adoption of New Constitution of the Company

As Special Business to consider and if thought fit, to pass the following Special Resolution, with or without modifications: -

"THAT the new set of the Constitution of the Company in the form and manner as set out in the Appendix A attach herewith be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to the adoption of the new Constitution of the Company." **Special Resolution 1**

9. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**LOH LAI LING**  
Secretaries

Petaling Jaya  
Dated: 31 October 2019

**NOTES:**

1. The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

2. Only depositors whose names appear in the Record of Depositors as at 25 November 2019 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting.

4. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.

5. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

7. The instrument appointing a proxy and the power of attorney or other authority (if any), which is signed or a notarially certified copy thereof, 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 not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.

8. Explanatory Notes:

**Ordinary Resolutions 1 & 2: Proposed Payment of Directors' Fees and Proposed Payment of Directors' benefits to Non-Executive Director**

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

- Ordinary Resolution 1 on payment of Directors' fees from 30 November 2019 until the next AGM.
- Ordinary Resolution 2 on payment of Director's benefits (excluding Directors' fees) from 30 November 2019 until the next AGM.

The Directors' benefits payable to the Directors is essentially includes meeting allowance for Board/Board Committee meeting attended / to be attended for the period from 30 November 2019 until the conclusion of the next AGM and is estimated not to exceed RM10,000. The Board will seek shareholders' approval at the next AGM in the event of the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and increase in Board size.

Details of the Directors' fees and benefits of the Non-Executive Directors for the financial period ended 30 June 2019 are disclosed in the Statement on Corporate Governance in the Annual Report 2019.

**Ordinary Resolution 6 : Authority to Allot Shares**

The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company, from the date of the Fifteenth AGM, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of printing of the Annual Report, no new shares were issued by the Company pursuant to the authority granted to the Directors at the Fourteenth AGM held on 27 September 2018 and the said authority will lapse at the conclusion of the Fifteenth AGM.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for purpose of funding future investment projects), working capital and/or acquisitions, repayment of bank borrowings, etc.

**Ordinary Resolutions 7 & 8 : Proposed Retention of Independent Non-Executive Directors**

The proposed Ordinary Resolutions 7 & 8, if passed, will allow General Tan Sri Dato' Sri Hj. Suleiman bin Mahmud RMAF (Rtd) and Mr. Yee Yit Yang to be retained and continue to act as Independent Non-Executive Directors of the Company.

The Board through the Nominating Committee ("NC"), has determined that General Tan Sri Dato' Sri Hj. Suleiman bin Mahmud RMAF (Rtd) and Mr. Yee Yit Yang's vast and diverse range of experiences had brought the right mix of skills to the Board. As Director, they continue to bring independent and objective judgements to Board deliberations and decision-making process as a whole. The Board therefore, endorsed the NC's recommendation for them to be retained as Independent Directors.

The full details of the Board's justifications for the retention of General Tan Sri Dato' Sri Hj. Suleiman bin Mahmud RMAF (Rtd) and Mr. Yee Yit Yang are set out in the Corporate Governance Overview Statement in the Annual Report 2019.

**Special Resolution 1 : Proposed Adoption of the New Constitution of the Company**

The proposed Special Resolution 1, if passed, will give full effect to the proposed adoption of new Constitution of the Company by substituting the existing Constitution with the new set of Constitution as set out in the Appendix A.

The rationale of the proposed amendments to the existing Constitution is to ensure continued compliance and to bring the Constitution of the Company in line with the following laws and regulations:-

- i. Amended Bursa Malaysia Securities Berhad ACE Market Listing Requirements which was issued on 29 November 2017; and
- ii. Companies Act 2016 which came into effect on 31 January 2017.