

**NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of the Company will be held at Lily Room, The Zon All Suites Residences On The Park, 161-D Jalan Ampang, 50450 Kuala Lumpur on Thursday, 23 November 2017 at 2.00 p.m. to transact the following businesses:-

**AGENDA**

**Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial period ended 31 May 2017 together with the Reports of the Directors and Auditors thereon. | <b>(Please refer to Explanatory Note 1 of Ordinary Business)</b> |
| 2. To re-elect Nirmala A/P Doraisamy who retires pursuant to Article 127 of the Company's Articles of Association.   | <b>(Resolution 1)</b>  |
| 3. To re-elect Mohd Zaini Bin Noordin who retires pursuant to Article 132 of the Company's Articles of Association.  | <b>(Resolution 2)</b>  |
| 4. To re-elect Ong Chee Koen who retires pursuant to Article 132 of the Company's Articles of Association.   | <b>(Resolution 3)</b>  |
| 5. To approve the payment of Directors' fees of RM91,292.00 for the financial period ended 31 May 2017.  | <b>(Resolution 4)</b>  |
| 6. To approve the payment of Directors' fees of RM92,000.00 for the financial year ending 31 May 2018.   | <b>(Resolution 5)</b>  |
| 7. To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company and to authorise the Directors to fix their remuneration.                   | <b>(Resolution 6)</b>  |

**Special Business**

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

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| 8. <b>ORDINARY RESOLUTION I<br/>Authority To Allot And Issue Shares</b>  | <b>(Resolution 7)</b> |
| <p>"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."</p>   |                       |
| 9. <b>ORDINARY RESOLUTION II<br/>Proposed Renewal of Authority for Share Buy-Back</b>  | <b>(Resolution 8)</b> |
| <p>"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:</p> <p>(i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase;</p> <p>(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements available at the time of the purchase; and</p> <p>(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares dividend.</p> |                       |

AND THAT the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

(i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or

(iii) revoked or varied by Ordinary Resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalize and give full effect to the aforesaid purchase 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 with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any party of the purchased shares or to resell the shares or distribute the shares as dividends) in

accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of the Main Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

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| 10. <b>ORDINARY RESOLUTION III<br/>Continuing in Office as Independent Non-Executive Director</b> | <b>(Resolution 9)</b> |
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"THAT subject to the passing of Resolution 2, approval be and is hereby given to Mohd Zaini Bin Noordin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."

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| 11. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. |  |
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By Order of the Board

**JOANNE TOH JOO ANN** [LS 0008574]  
**SIA EE CHIN** [MAICSA 7062413]  
Company Secretaries  
Kuala Lumpur  
29 September 2017

**NOTES:-**

- (i) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) A member may appoint up to two (2) proxies to attend on the same occasion.
- (iii) Where a Member is a authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
- (iv) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) If more than one (1) proxy is appointed, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (vi) If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.
- (vii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (viii) The Depositors whose name appear in the Record of Depositors as at 16 November 2017 shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.
- (ix) The Form of Proxy must be deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.

**EXPLANATORY NOTE ON ORDINARY BUSINESS**

1. *Audited Financial Statements For The Period Ended 31 May 2017*  
The item is meant for discussion only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting

2. *Re-election of Directors*  
Nirmala A/P Doraisamy, Mohd Zaini Bin Noordin and Ong Chee Koen are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Annual General Meeting.

The Board has through the Nomination Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The Board has also through the Nomination Committee conducted an assessment on Mohd Zaini Bin Noordin's independence and is satisfied that he has complied with the criteria prescribed under the Bursa Securities.

3. *Payment of Directors' Fees and Benefits*  
Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Resolution 5 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

1. **Ordinary Resolution I : Authority to Directors to Allot and Issue Shares**

The Ordinary Resolution proposed under Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The Ordinary Resolution proposed under Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

2. **Ordinary Resolution II : Proposed Renewal of Authority for Share Buy-Back**

Please refer to the Statement to Shareholders dated 29 September 2017 for further information.

3. **Ordinary Resolution III : Continuing in Office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance, the Board has undertaken independence assessment on Mohd Zaini Bin Noordin who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years at the forthcoming Thirteenth Annual General Meeting, and recommended him to continue act as Independent Non-Executive Director of the Company.

Mohd Zaini Bin Noordin fulfils the criteria of Independent Non-Executive Director pursuant to the Main Market Listing Requirements of Bursa Securities. Although having served the Company for a cumulative term of more than nine (9) years, he has remained objective and independent in expressing his views and in participating in deliberations and decision making of the Board and Board Committees. The length of his services on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company.

The Ordinary Resolution proposed under Resolution 9 if passed, enable Mohd Zaini Bin Noordin to continue to act as Independent Non-Executive Director of the Company.