

**NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at Banyan Meeting Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000, Kuala Lumpur on **Monday, 13 November 2017 at 10.00 a.m.** to transact the following businesses:-

**A. Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. (See Note 2)
2. To re-elect the following Directors who retire pursuant to Article 84 of the Constitution of the Company:-
  - (i) Dr Nikolai Dobberstein (Ordinary Resolution 1)
  - (ii) Dato' Sri Leo Suresh Ariyanayakam (Ordinary Resolution 2)
3. To re-elect the following Directors who retire pursuant to Article 91 of the Constitution of the Company:-
  - (i) Puan Mahani Binti Amat (Ordinary Resolution 3)
  - (ii) Encik Mohd Rashid Bin Mohd Yusof (Ordinary Resolution 4)
4. To approve the payment of Directors' Fees of RM445,260 for the financial year ended 30 June 2017. (Ordinary Resolution 5)
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

**B. Special Business**

- To consider and if thought fit, to pass, with or without modifications, the following Ordinary Resolutions:-
6. **PROPOSED RE-APPOINTMENT OF DATO' MOHD SALLEH BIN HJ HARUN AS DIRECTOR OF THE COMPANY** "THAT Dato' Mohd Salleh Bin Hj Harun, who retires at the conclusion of this Fifteenth Annual General Meeting, be and is hereby re-appointed as Director of the Company." (Ordinary Resolution 7) [See Note 3 (i)]
  7. **PROPOSED CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY**
    - (i) "THAT approval be and is hereby given to Mr Loh Lee Soon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 8) [See Note 3 (ii)]
    - (ii) "THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to Dr Nikolai Dobberstein, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 9) [See Note 3 (iii)]

**C. Other Business**

8. To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358)**

**LIM POH YEN (MAICSA 7009745)**

Company Secretaries

Kuala Lumpur  
20 October 2017

**NOTES:-**

**1. APPOINTMENT OF PROXY**

- (i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy may, but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (ii) Where a member or authorised nominee appoints two (2) or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (iii) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each Securities Account it holds in 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.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy must be completed and 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (vii) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 60 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 7 November 2017 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017**

The Audited Financial Statements in Agenda 1 is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.

**3. EXPLANATORY NOTES ON SPECIAL BUSINESS**

- (i) **Ordinary Resolution 7 - Proposal for re-appointment of Dato' Mohd Salleh Bin Hj Harun as Director of the Company**  
Dato' Mohd Salleh Bin Hj Harun ("Dato' Salleh"), who was re-appointed at the Fourteenth Annual General Meeting held on 7 November 2016, shall retire at the conclusion of this Fifteenth Annual General Meeting of the Company. Based on the Nominating and Remuneration Committee's recommendation, the Board of Directors recommended the re-appointment of Dato' Salleh as Director to the shareholders for consideration at this Fifteenth Annual General Meeting. Dato' Salleh, as a member of the Nominating and Remuneration of the Company, had abstained from the deliberations and voting pertaining to his re-appointment at the Nominating and Remuneration Committee and Board of Directors' meetings.
- (ii) **Ordinary Resolution 8 - Proposal for Mr Loh Lee Soon ("Mr Loh") to continue in office as Independent Non-Executive Director of the Company**  
The Board of Directors ("Board") had via the Nominating and Remuneration Committee conducted an annual performance evaluation and assessment of Mr Loh and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-
  - (a) He was appointed on 25 April 2007 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit and Risk Management Committee, the Nominating and Remuneration Committee and the Board;
  - (b) His vast experiences as a fellow of the Institute of Chartered Accountants in England and Wales and also a member of the Malaysian Institute of Accountants would enable him to contribute effectively to the Board;
  - (c) He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board;
  - (d) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders; and
  - (e) He has contributed sufficient time and efforts and attended all the meetings of the Audit and Risk Management Committee, the Nominating and Remuneration Committee and the Board held during the financial year ended 30 June 2017 as well as meeting the Management, and as and when required, for informed and balanced decision making.
- (iii) **Ordinary Resolution 9 - Proposal for Dr Nikolai Dobberstein ("Dr Nikolai") to continue in office as Independent Non-Executive Director of the Company**  
The Board had via the Nominating and Remuneration Committee conducted an annual performance evaluation and assessment of Dr Nikolai and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-
  - (a) He was appointed on 22 August 2005 and has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit and Risk Management Committee, the Nominating and Remuneration Committee and the Board;
  - (b) His vast experiences in Technology, Innovation Management, Communication and High-Technology Practices would enable him to contribute effectively to the Board;
  - (c) He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board;
  - (d) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders; and
  - (e) He has contributed sufficient time and efforts and attended all the meetings of the Audit and Risk Management Committee, the Nominating and Remuneration Committee and the Board held during the financial year ended 30 June 2017 as well as meeting the Management, and as and when required, for informed and balanced decision making.