



**NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of the Company will be held at the Vintage Ballroom, Level 5, Convention Block, Holiday Villa Hotel & Conference Centre, Subang, 47500 Subang Jaya, Selangor Darul Ehsan on Monday, 20 November 2017 at 10.00 a.m., for the following purposes:-

**ORDINARY BUSINESS**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of Directors and Auditors thereon.               | <b>[Please refer to Explanatory Note 2]</b> |
| 2. To approve payment of a final single-tier dividend of 3 sen per share in respect of the financial year ended 30 June 2017.                                       | <b>(Resolution 1)</b>                       |
| 3. To approve payment of Directors' Fees of RM 864,000.00 for the financial year ended 30 June 2017.  | <b>(Resolution 2)</b>                       |
| 4. To approve payment of Directors' Fees of RM 864,000.00 for the financial year ending 30 June 2018.   | <b>(Resolution 3)</b>                       |
| 5. To approve the payment of Directors' benefits of RM 45,000.00 for the period from 31 January 2017 until the next Annual General Meeting of the Company.          | <b>(Resolution 4)</b>                       |
| 6. To re-elect the following Directors who retire pursuant to Article 88 of the Company's Articles of Association –   |   |
| i) Dato' Seri Thai Kim Sim  | <b>(Resolution 5)</b>                       |
| ii) Dato' Ting Heng Peng  | <b>(Resolution 6)</b>                       |
| 7. To re-appoint Tan Sri Rafidah Aziz whose term of office shall be expiring at the conclusion of the Twentieth Annual General Meeting, as Director of the Company. | <b>(Resolution 7)</b>                       |
| 8. To re-appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.                 | <b>(Resolution 8)</b>                       |

**SPECIAL BUSINESS**

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

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| 9. <b>ORDINARY RESOLUTION I<br/>AUTHORITY TO ALLOT AND ISSUE SHARES</b> | <b>(Resolution 9)</b> |
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"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."

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| 10. <b>ORDINARY RESOLUTION II<br/>PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK</b> | <b>(Resolution 10)</b> |
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"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:-

- 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;
- 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
- 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 as shares dividend.

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:

- 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;
- the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- 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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| 11. <b>ORDINARY RESOLUTION III<br/>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS</b> |  |
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| 11.1 "THAT, subject to the passing of Resolution 6, approval be and is hereby given to Dato' Ting Heng Peng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." | <b>(Resolution 11)</b> |
| 11.2 "THAT approval be and is hereby given to Mr Gong Wooi Teik who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."   | <b>(Resolution 12)</b> |
| 11.3 "THAT, approval be and is hereby given to Dr Rashid Bin Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."  | <b>(Resolution 13)</b> |

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| 12. To consider any other business of which due notice shall have been given. |  |
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**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the members at the Twentieth Annual General Meeting to be held on 20 November 2017, a final single-tier dividend of 3 sen per share in respect of the financial year ended 30 June 2017, will be paid on 18 December 2017.

The entitlement date for the dividend is 30 November 2017.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 November 2017 in respect of transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**WONG WAI FOONG (MAICSA 7001358)**  
**JOANNE TOH JOO ANN (LS 0008574)**

Secretaries

Kuala Lumpur

Date: 20 October 2017

**Notes:**

**1. APPOINTMENT OF PROXY**

- Only depositor whose name appears on the Record of Depositors as at 13 November 2017 shall be entitled to attend, speak and vote at the meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and any share upon which call due and payable to the Company shall have been paid. A member may appoint up to 2 proxies. Where a member appoints two or more proxies, the proxies shall not be valid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to credit of the said securities account.
- 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.
- The instrument appointing a proxy shall be in writing under the hands 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 its attorney duly authorised. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer.
- The instrument appointing a proxy together with the power of the attorney (if any) shall be lodged at the Company's Share Registrar office situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time set for holding the meeting, i.e. on or before 10.00 a.m., Saturday, 18 November 2017, otherwise the person so named shall not be entitled to vote in respect thereof.

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

The Audited Financial Statements 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 item on the Agenda is not put forward for voting by shareholders of the Company.

**3. PAYMENT OF DIRECTORS' FEE 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 Ordinary Resolution proposed under Resolution 4 is calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period from 31 January 2017 up to next Annual General Meeting. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for the shortfall.

**4. RE-ELECTION OF DIRECTOR**

The Nomination Committee and the Board of Directors had conducted the annual assessment on the independence of Dato' Ting Heng Peng who is seeking for re-election pursuant to the Articles of Association of the Company at the forthcoming Twentieth Annual General Meeting. The above assessment had been disclosed in the Corporate Governance Statement of the Company's 2017 Annual Report.

**5. APPOINTMENT OF DIRECTOR**

The proposed Resolution 7 is to seek shareholders' approval on the re-appointment of Tan Sri Rafidah Aziz, who had been re-appointed in the previous Annual General Meeting held on 21 November 2016 as Director under Section 129(6) of the former Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company.

**6. EXPLANATORY NOTES TO SPECIAL BUSINESS**

**(a) AUTHORITY TO ALLOT AND ISSUE SHARES**

The proposed Resolution 9 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 proposed Resolution 9, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's current and/or future investment project(s), working capital, repayment of borrowings 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 share 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.

**(b) PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

The proposed Resolution 10, if passed, will empower the Company to purchase up to ten per centum (10%) of the issued share capital of the Company through Bursa Malaysia Securities Berhad.

For further information, please refer to the Statement to Shareholders dated 20 October 2017.

**(c) CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

Pursuant to the Malaysian Code on Corporate Governance, the Board of Directors has via the Nomination Committee assessed the independence of Dato' Ting Heng Peng, Mr Gong Wooi Teik and Dr Rashid Bin Bakar who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- each of them fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- each of them is familiar with the Company's business operations as he has been with the Company for more than 9 years;
- each of them has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company; and
- each of them has exercised due care during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Resolutions 11, 12 and 13, if passed, will enable Dato' Ting Heng Peng, Mr Gong Wooi Teik and Dr Rashid Bin Bakar to continue to act as Independent Non-Executive Directors of the Company.