

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting ("AGM") of the Company will be held at Berjaya Times Square Hotel Kuala Lumpur, Manhattan V Ballroom, Level 14 West, No. 1, Jalan Imbi, 55100 Kuala Lumpur on Thursday, 9 August 2018 at 10.00 a.m. for the following businesses:

Agenda

1. To lay the Statutory Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors. *Refer to Explanatory Note 1*

Ordinary Business

2. To sanction the declaration of a final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2018. *Resolution 1*
3. To approve the payment of Directors' fees of RM598,000 for the financial year ended 31 March 2018. *Resolution 2*
4. To approve the payment of Directors' benefits payable to the Non-Executive Directors up to an amount of RM150,000 for the period from 10 August 2018 until the next AGM of the Company. *Resolution 3*
5. To re-elect the following Directors who are retiring by rotation pursuant to Article 112 of the Company's Constitution:
- (i) Mr. Teoh Seng Hui; *Resolution 4*
(ii) Mr. Loong Foo Ching; and *Resolution 5*
(iii) Mr. Yee Kin Lan *Resolution 6*
6. To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 7*

As Special Business

To consider and if thought fit, to pass, with or without modifications, the Special Resolution as follows:

7. **SPECIAL RESOLUTION PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY SIMULTANEOUSLY REPLACING THEM ENTIRELY WITH A NEW CONSTITUTION OF THE COMPANY** *Resolution 8*

"THAT approval be and is hereby given to the Company to alter the whole of the existing Memorandum and Articles of Association of the Company by simultaneously replacing them entirely with a new Constitution of the Company as set out in Appendix A with effect from the date of passing of this resolution AND THAT the Board of Directors of the Company be and is hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 ("CA 2016").

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the Twenty-Ninth Annual General Meeting of the Company to be held on Thursday, 9 August 2018, the final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2018 will be paid on 26 September 2018 to the shareholders whose names appear in the Record of Depositors of the Company on Wednesday, 5 September 2018. The entitlement date for the dividend payment is on Wednesday, 5 September 2018.

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

- a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 5 September 2018 in respect of ordinary transfer; and
- b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

LOKE WENG FOOK (MIA 6573)
Company Secretary

Kuala Lumpur
10 July 2018

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at Thursday, 2 August 2018 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.
- A member who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members, may appoint more than one (1) proxy to attend and vote instead of the member at the meeting provided that the member specifies the proportions of his/her shareholdings to be represented by each proxy.
- A proxy need not be a member. There shall be no restriction as to the qualification of the proxy.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as member to speak at the meeting.
- 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), he may appoint more than one (1) proxy in respect of each Securities Account he holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member 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 shall mean an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company's Registrar Office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur, no later than Wednesday, 8 August 2018 at 10.00 a.m.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 29th AGM will be put to vote on a poll.

Explanatory Notes on Ordinary Business:

1. Statutory Audited Financial Statements for the financial year ended 31 March 2018

This Agenda item is meant for discussion only as the provisions of Section 248(2) and Section 340(1)(a) of the CA 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to shareholders for voting.

2. Ordinary Resolution 2 – Payment of Directors' Fees

The Remuneration Committee and the Board have reviewed the Directors' fee and Directors' remuneration based on board duties, time commitment and responsibilities, members' participation relating to the affairs of the Company, and the current financial performance of the Group. Remuneration Committee and the Board have also reviewed the remuneration packages and compensation payable to Executive Directors to ensure these is consistent with comparable companies and is otherwise fair and not excessive. The Directors' fees for the financial year ended 31 March 2018 shall be payable in full after the shareholders have approved the payment.

3. Ordinary Resolution 3 – Directors' Benefits Payable

The proposed Directors' benefits payable comprises allowances and other benefits.

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 10 August 2018 until the next AGM of the Company. 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.

4. Ordinary Resolutions 4 to 6 – Re-election of Directors

The Nomination Committee ("NC") of the Company has assessed the criteria and contribution of Mr. Teoh Seng Hui, Mr. Loong Foo Ching and Mr. Yee Kin Lan and has recommended for their re-election at the forthcoming AGM. The Board endorsed the NC's recommendation that Mr. Teoh Seng Hui, Mr. Loong Foo Ching and Mr. Yee Kin Lan be re-elected as Directors of the Company.

5. Ordinary Resolution 7 – Re-appointment of Auditors

The Audit Committee ("AC") reviewed the performance of the external auditors, BDO based on selected criterion and feedback gathered from the Management. In the evaluation process, AC had considered various aspect of audit including auditors' objectivity and professional skepticism, relevance of audit findings; quality of services rendered and adequacy of resources; candor of communication with AC, quality of deliverables and value for money. The AC recommended to the Board that the overall performance of BDO is satisfactory. The Board recommends BDO's re-appointment for shareholders' approval at the 29th AGM.

Explanatory Notes on Special Business:

6. Ordinary Resolution 8 - Proposed Alteration of the existing Memorandum and Articles of Association by simultaneously replacing them entirely with a new Constitution of the Company pursuant to Section 36(1) of the CA 2016 ("Proposed New Constitution")

6.1 The Proposed New Constitution are made mainly for the following purposes:

- To ensure compliance with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements which was issued on 29 November 2017;
- To provide clarity and consistency with the amendments that arise from the CA 2016 effective 31 January 2017; and
- To incorporate the necessary amendments that arise from the Capital Markets and Services (Amendment) Act 2015.

6.2 In view of the above, the shareholders' approval is sought for the Company to alter the whole of the existing Memorandum and Articles of Association by simultaneously replacing them with a new Constitution as per Appendix A in accordance with Section 36(1) of the CA 2016. The Appendix A on the Proposed New Constitution of the Company, which is circulated together with the Notice of 29th AGM dated 10 July 2018, shall take effect once the proposed Resolution 8, of which a notice of not less than 21 days has been given, has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 29th AGM.