

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting ("AGM") of the Company will be held at the Ballroom of Tiara Melaka Golf & Country Club, Jalan Gapan, Bukit Katil, 75760 Melaka on **Friday, 27 October 2017 at 10:00 a.m.** for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 May 2017 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 6)
  - To approve the payment of a Single Tier Final Dividend of 1.10 sen net per ordinary share for the financial year ended 31 May 2017. (Resolution 1)
  - To approve the payment of Directors' fees amounting to RM291,500.00 in respect of the financial year ended 31 May 2017. (Resolution 2)
  - To approve the payment of Directors' fees and any benefits payable up to an amount of RM473,400.00 from 1 June 2017 until the next AGM of the Company. (Resolution 3)
  - To re-elect the following Directors who are retiring in accordance to Article 121 of the Company's Constitution and being eligible, have offered themselves for re-election:  
(a) Madam Lim Wai Kiew  
(b) Datin Pang Nyuk Yin (Resolution 4)  
(Resolution 5)
  - To re-appoint Datuk Mohamad Saleh bin Mohd. Ghazali, who is to vacate office upon the conclusion of this AGM, to continue in office until resolved otherwise. (Resolution 6)
  - To re-appoint Messrs. BDO as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 7)
- AS SPECIAL BUSINESS**  
To consider and if thought fit, with or without any modification, to pass the following ORDINARY RESOLUTIONS:
- Authority to Issue Shares pursuant to the Companies Act 2016** (Resolution 8)  
"THAT subject always to the Companies Act 2016 (**"the Act"**), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
  - Continuation in office as an Independent Director of the Company** (Resolution 9)  
"THAT subject to the passing of the Resolution 6, approval be and is hereby given to Datuk Mohamad Saleh bin Mohd. Ghazali, who has served as an Independent Non-Executive Director for a cumulative term of nine (9) years, to continue to act as a Senior Independent Non-Executive Director of the Company."
  - Continuation in office as an Independent Director of the Company** (Resolution 10)  
"THAT approval be and is hereby given to Mr. Chong Peng Khang, who has served as an Independent Non-Executive Director for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
  - Proposed Renewal of Authority for Share Buy-Back** (Resolution 11)  
"THAT subject to the Companies Act 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (**"Bursa Securities"**) as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders.  
THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting (**"AGM"**) of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.  
THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities.  
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid 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 to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."
  - To transact any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN THAT** a Single Tier Final Dividend of 1.10 sen net per ordinary share in respect of the financial year ended 31 May 2017 will be payable on **29 December 2017** to depositors who are registered in the Record of Depositors at the close of business on **8 December 2017**, if approved by shareholders at the forthcoming Tenth AGM on Friday, 27 October 2017.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 8 December 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**

**SEAN NETO (LS 0008058)**

Company Secretaries

Melaka

**28 September 2017**

### Notes:

#### PROXY

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 October 2017 (**"General Meeting Record of Depositors"**) shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (**"SICDA"**) 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. Where a shareholder is an authorised nominee as defined under 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors.  
At the Ninth AGM of the Company held on 25 October 2016, Datuk Mohamad Saleh bin Mohd. Ghazali who is above the age of 70, was re-appointed pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the Tenth AGM. The term of office of Datuk Mohamad Saleh will end at the conclusion of the Tenth AGM and Datuk has offered himself for re-appointment.  
The proposed Resolution 6 if passed, will enable Datuk Mohamad Saleh to continue to act as Director of the Company and Datuk shall subject to retirement by rotation at later date. The Nomination Committee has assessed the contribution of Datuk Mohamad Saleh and recommended to the Board for re-appointment. The Board recommends to the shareholders for consideration at this Tenth AGM the re-appointment of Datuk Mohamad Saleh as a Director of the Company. If passed, Datuk Mohamad Saleh bin Mohd. Ghazali will remain as a member of the Audit Committee, Nomination Committee and Remuneration Committee.

#### Explanatory Notes to Special Business

##### 8. Authority to Issue Shares

The proposed Resolution 8 is intended to renew the authority granted to the Directors of the Company at the Ninth AGM of the Company held on 25 October 2016 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the **"General Mandate"**).

The General Mandate granted by the shareholders at the Ninth AGM had not been utilised and hence no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

##### 9. Retention as Independent Non-Executive Directors

The proposed Resolutions 9 and 10 are intended to retain Datuk Mohamad Saleh bin Mohd. Ghazali and Mr. Chong Peng Khang as Independent Directors of the Company.

Datuk Mohamad Saleh bin Mohd. Ghazali and Mr. Chong Peng Khang were appointed as Independent Non-Executive Directors of the Company on 20 October 2008, and have served on the Board of Directors (**"the Board"**) for a cumulative term of nine (9) years. In line with the recommendation of the Malaysian Code on Corporate Governance 2012, the Board, after assessing the independence of Datuk Mohamad Saleh and Mr. Chong, regarded them to be independent based amongst others, the following justifications and recommends that Datuk Mohamad Saleh bin Mohd. Ghazali and Mr. Chong Peng Khang be retained as Independent Non-Executive Directors of the Company:

- They have met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- They do not have any conflict of interest with the Company and has not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board is of the opinion that Datuk Mohamad Saleh and Mr. Chong are important Independent Non-Executive Directors of the Board in view of their many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and have provided invaluable contributions to the Board in their role as Independent Non-Executive Directors.

##### 10. Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 11 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.