



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of the Company will be held at Dewan Perdana, 1st Floor Sport Complex, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 30 November 2017 at 10.00 a.m.

AGENDA

- 1) To receive the Audited Financial Statements for the year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. **(Refer to Explanatory Notes i)**
- 2) To re-appoint Dato' Ismail Bin Haji Omar, who retires at the conclusion of Twenty-Third Annual General Meeting of the Company, as Director of the Company. **Resolution 1**
- 3) To re-elect Mr. Wong Chee Heng who retires in accordance with Article 87 of the Company's Articles of Association. **Resolution 2**
- 4) To re-elect Mr. Kuan Khian Leng who retires in accordance with Article 94 of the Company's Articles of Association. **Resolution 3**
- 5) To approve the payment of Directors' fees of RM276,000 for the year ended 30 June 2017. **Resolution 4**
- 6) To re-appoint Auditors to hold office for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**
- SPECIAL BUSINESS**
To consider and, if thought fit, to pass the following resolutions:-
- 7) **Ordinary Resolution 1 - Continuation in office as Independent Director**
"THAT approval be and is hereby given to Mr. Foong Kuan Ming, who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director." **Resolution 6**
- 8) **Ordinary Resolution 2 - Continuation in office as Independent Director**
"THAT approval be and is hereby given to Mr. Wong Chee Heng, who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director." **Resolution 7**
- 9) **Ordinary Resolution 3 - Authority to Issue Share**
"THAT pursuant to Section 75 of the Companies Act, 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 to be issued does not exceed ten per centum of the total number of issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue." **Resolution 8**
- 10) **Ordinary Resolution 4 - Proposed Renewal of Share Buy-Back Authority**
"THAT subject to the Companies Act, 2016, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares ("Proposed Share Buy-back") in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part the shares so purchased and/or to retain all or part the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder; AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:
i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
iii) revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting;
whichever is the earliest." **Resolution 9**
- 11) **Ordinary Resolution 5 - Proposed Allocation of Options to Mr. Kuan Khian Leng**
"THAT subject to the approvals of all relevant authorities, if applicable, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Mr. Kuan Khian Leng, Executive Director of the Company, options to subscribe for up to the maximum entitlement of new ordinary shares in the Company, provided that not more than fifty percent (50%) of the Company's new shares available under the Scheme should be allocated in aggregate to the Directors and senior management of the Group, and that not more than ten percent (10%) of the new Shares available under the Scheme should be allocated to any individual director or employee, who either singly or collectively through persons connected with the Director or employee, holds twenty percent (20%) or more of the issued and paid-up capital of the Company (excluding treasury shares), and also subject always to other terms and conditions and/or any adjustment that may be made in accordance with the provisions of the By-Laws of the Scheme." **Resolution 10**
- 12) To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN KOK AUN (MACS 01564)
WONG WAI YIN (MAICSA 7003000)
Company Secretaries

Kuala Lumpur,
30 October 2017

Notes :

- A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such member, and where a member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy to attend and vote instead of him at the same meeting. Where a member appoints more than (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a Member 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.
- A proxy may but need not be a member of the Company.
- If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for the Meeting.
- Depositor whose name appears on the Record of Depositors as at 23 November 2017 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Agenda on Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act, 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.
- Continuation in office as Independent Non-Executive Director**
The proposed Resolution 6 in item 7 is to seek shareholders' approval to retain Mr. Foong Kuan Ming as an Independent Director which he has served in that capacity since November 1998.
The Board has assessed the independence of Mr. Foong Kuan Ming and recommended that he continues to act as Independent Director of the Company based on the following justification:
 - Mr. Foong fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements.
 - Mr. Foong has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole.
 - Mr. Foong does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
 - Mr. Foong remains objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.
- Continuation in office as Independent Non-Executive Director**
The proposed Resolution 7 in item 8 is to seek shareholders' approval to retain Mr. Wong Chee Heng as an Independent Director which he has served in that capacity since January 2008.
The Board has assessed the independence of Mr. Wong Chee Heng and recommended that he continues to act as Independent Director of the Company based on the following justification:
 - Mr. Wong fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements.
 - Mr. Wong has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole.
 - Mr. Wong does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
 - Mr. Wong remains objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.
- Authority to Directors to Issue Shares**
The proposed Resolution 8 in item 9 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.
The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital and/or acquisitions.
- Proposed Renewal of Share Buy-back Authority**
The proposed Resolution 9 in item 10 is to empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. Please refer to the Share Buy-back Statement dated 30 October 2017, which is dispatched together with the Company's Annual Report 2017.
- Proposed Allocation of Options to Mr. Kuan Khian Leng**
The proposed Resolution 10 in item 11 is made pursuant to the Employees' Share Option Scheme ("ESOS") which was approved by the shareholders at the Extraordinary General Meeting held on 28 October 2009. The ESOS is expiring on 16 December 2019.
Mr. Kuan Khian Leng has joined the Group since November 2014 and later was appointed as Executive Director of the Company on 22 June 2017. The Proposed Allocation is to recognise his contribution and commitment, dedication and loyalty to the Group as well as to provide him with opportunity to participate in the equity of the Company.
Mr. Kuan has abstained from Board deliberation and voting pertaining to the Proposed Allocation of Options and he will abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the Proposed Allocation of Options at the Twenty-Third Annual General Meeting. Mr. Kuan undertakes to ensure that any person(s) connected to him, if any, will abstain from voting on the Proposed Allocation of Options at the said meeting.