



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the Fifty-Eighth (58th) Annual General Meeting ("AGM")** of the Company will be held at St. Andrew's Hall, Duta Vista Executive Suites, No. 1 Persiaran Ledang, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur on Tuesday, 28 November 2017 at 10.30 a.m. for the following purposes:

### AGENDA

- To receive the audited financial statements for the financial year ended 30 June 2017 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 1)
- To re-elect the following Director who is retiring by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, has offered himself for re-election:
  - Mr Andrew Tan Jun Suan (Resolution 1)
- To re-appoint the following Directors of the Company:
  - Dato' Dr. Mohd. Noordin bin Haji Keling (Resolution 2)
  - Dato' Dr. Mohd. Aminuddin bin Mohd Rouse (Resolution 3)
  - Mr. James Wong Kwong Yew (Resolution 4)
- To approve the payment of Directors' fees of up to RM96,000.00 to the Non-Executive Directors of the Company for the financial year ended 30 June 2017. (Resolution 5)
- To approve the payment of Directors' fees of up to RM144,000.00 to the Non-Executive Directors of the Company for the period from 1 July 2017 until the next AGM of the Company to be held in 2018. (Resolution 6)
- To approve the payment of benefits payable (excluding Directors' fees) of up to RM173,450.00 to the Non-Executive Directors of the Company for the period from 31 January 2017 until the next AGM of the Company to be held in 2018. (Resolution 7)
- To re-appoint Messrs. Baker Tilly Monteiro Heng, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 8)

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

#### 8. Ordinary Resolution

##### - Continuing in office as Independent Non-Executive Directors

- "THAT subject to the passing of Ordinary Resolution 2 above, approval be and is hereby given to Dato' Dr. Mohd. Noordin bin Haji Keling 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 act as an Independent Non-Executive Director of the Company." (Resolution 9)
- "THAT subject to the passing of Ordinary Resolution 3 above, approval be and is hereby given to Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse 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 act as an Independent Non-Executive Director of the Company." (Resolution 10)

#### 9. Ordinary Resolution

##### Approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act, 2016

"THAT, subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised pursuant to Section 75 and Section 76 of the Companies Act, 2016 to issue and allot new ordinary shares in the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person/persons or party/parties whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company." (Resolution 11)

- To transact any other business for which due notice has been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board

Choi Siew Fun (MAICSA 0877848)  
Chan Keng Yew (MICPA 1718)  
Company Secretaries

Kuala Lumpur  
30 October 2017

### NOTES:-

#### 1. Audited Financial Statements

The Audited Financial Statements are laid before the shareholders for discussion only as it does not require approval pursuant to Section 340(1)(a) of the Companies Act, 2016 ("CA, 2016"). Hence, this agenda item will not be put forward for voting.

#### 2. Agenda 3 – Re-appointment of Directors

With the enforcement of the CA, 2016 on 31 January 2017, there is no age limit for directors of public companies.

At the previous Fifty-Seventh (57th) AGM of the Company held on 30 November 2016, Dato' Dr. Mohd. Noordin bin Haji Keling, Dato' Dr. Mohd. Aminuddin bin Mohd Rouse and Mr. James Wong Kwong Yew who are above the age of seventy (70), were re-appointed as Directors of the Company pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the Fifty-Eighth (58th) AGM in 2017. Their term of office will end at the conclusion of the Fifty-Eighth (58th) AGM and they have offered themselves for re-appointment.

The proposed Ordinary Resolutions 2, 3 and 4, if passed, will enable Dato' Dr. Mohd. Noordin bin Haji Keling, Dato' Dr. Mohd. Aminuddin bin Mohd Rouse and Mr. James Wong Kwong Yew to continue to act as Directors of the Company and they shall subject to retirement by rotation at a later date.

#### 3. Directors' Fee and Benefits Payable to Non-Executive Directors

Section 230(1) of the CA, 2016 provides that the Fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a General Meeting. Pursuant thereto, shareholders' approval shall be sought at this AGM for the payment of Directors' Fees and benefits payable to the Non-Executive Directors of the Company under Resolutions 5 to 7.

The quantum of the Directors' Fees for each of the Non-Executive Directors for the financial year ended 30 June 2017 is same as in the previous financial year ended 30 June 2016.

The quantum of the Directors' Fees proposed for the period from 1 July 2017 until the next AGM of the Company are also the same as the quantum paid for each of the Non-Executive Directors in the financial year ended 30 June 2017 and assuming that all the Non-Executive Directors will hold office until the end of the next AGM in 2018.

The Directors' benefits payable (excluding Directors' Fees) to the Non-Executive Directors for the Company comprises of meeting attendance allowance and other benefits.

In the event, where the payment of Directors' Fees and benefits payable (excluding Directors' Fees) during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.

#### 4. Continuing in office as Independent Non-Executive Directors

Pursuant to the Malaysian Code of Corporate Governance 2012, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years unless an approval is sought from the Company's shareholders at the AGM to retain the said Director as an Independent Director.

The Board via the Nomination Committee has assessed the independence of Dato' Dr. Mohd. Noordin bin Haji Keling and Dato' Dr. Mohd. Aminuddin bin Mohd Rouse who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- They have fulfilled the criteria under the definition on Independent Director in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- They are able to bring independent and objective judgment to the Board;
- They have been with the Company for more than nine (9) years and therefore understand the Company's business operations which enable them to participate actively and contribute positively during deliberations or discussions at Board Meetings;
- They have devoted sufficient time to discharge their statutory duties and fiduciary responsibilities; and
- They have exercised due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the interest of the Company and shareholders.

#### 5. Approval for Issuance of new Ordinary Shares pursuant to Section 75 and Section 76 of The Companies Act, 2016

The proposed Ordinary Resolution No. 11, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot new ordinary shares in the Company up to and not exceeding in total ten per cent (10%) of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

As at the date of this notice, the Company has not issued any new shares under the general authority, which was approved at the Fifty-Seventh (57th) AGM held on 30 November 2016, and which will lapse at the conclusion of the Fifty-Eighth (58th) AGM. A renewal of this authority is being sought at the Fifty-Eighth (58th) AGM under the proposed Ordinary Resolution No. 11.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

#### 6. Proxy and Entitlement of Attendance

- Only members whose names appear on the Record of Depositors as at 22 November 2017 shall be entitled to attend the Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies 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. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- A member shall be entitled to appoint more than one proxy to attend and vote at the same Meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings 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 ("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. In such instance, the member shall specify the securities account number for each appointment.
- Where a member of the Company is an exempt authorised nominee as defined under the 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 to the omnibus account.
- The instrument appointing a proxy or proxies shall be in writing under the hand 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 attorney duly authorised.
- For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at No. 1, Persiaran Ledang, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.

#### 7. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.