



**NOTICE OF THE SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting of the Company will be held at Selangor 2, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on 29 November 2017 at 10.00 a.m. for the following businesses:

**AGENDA**

**As Ordinary Business:**

- To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors' and Auditors' Reports thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees by subsidiaries for the financial year ended 30 June 2017. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and benefits. **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with the Company's Constitution:
  - Mr. Chen Heng Mun **Ordinary Resolution 3**
  - Mr. Wong Zee Shin **Ordinary Resolution 4**
- To re-appoint Tuan Haji Ash'ari Bin Ayub as Director of the Company. **Ordinary Resolution 5**
- To appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**As Special Business:**

To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

**AUTHORITY TO ALLOT SHARES**

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

- To transact any other business for which due notice shall have been given. **Ordinary Resolution 7**

**BY ORDER OF THE BOARD**

Seow Fei San

Law Mee Poo

Secretaries

Petaling Jaya

31 October 2017

**Notes:**

- The shareholders' approval on the Audited Financial Statements is not required pursuant to the provision of Section 340(1) of the Companies Act 2016 ("Act") and hence, the matter will not be put for voting.
- Only depositors whose names appear in the Record of Depositors as at 22 November 2017 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her 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, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the 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 hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar's 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 not less than forty-eight (48) hours before the time for holding the Meeting.
- Explanatory Notes:

**Ordinary Resolutions 1 and 2**

Pursuant to Section 230(1) of the Act, 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. In this respect, the Board of Directors ("Board") agreed that the shareholders' approval shall be sought at the Sixth Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as follows:

Resolutions	Additional Information
<b>Ordinary Resolution 1</b> - payment of Directors' fees by subsidiaries for the financial year ended 30 June 2017.	Shareholders' approval for payment of Directors' fees by the Company for the financial year ended 30 June 2017 was obtained at the Fifth AGM held on 25 November 2016. Total amount of Directors' fees payable by the subsidiaries for the financial year ended 30 June 2017 is RM390,360, out of which RM386,760 (A\$120,000 translated at the average A\$:RM exchange rate for the financial year ended 30 June 2017 of 3.223:1) are Directors' fees payable by NuEnergy Gas Limited ("NuEnergy"), a subsidiary listed on the Australian Securities Exchange.
<b>Ordinary Resolution 2</b> - payment of Directors' fees and benefits.	<b>Directors' fees</b> The total amount of Directors' fees payable to the Directors by the Company and its subsidiaries for the period 1 July 2017 until the next AGM (i.e. approximately 17 months), with the assumption that there is no adjustment to the Directors' fees and no change in the Board size during the aforesaid period, tabled for the shareholders' approval is up to RM850,000. The total amount of RM850,000 includes an amount of RM568,000 (A\$170,000 translated at the current A\$:RM exchange rate of 3.3353:1) which are forecasted fees payable by NuEnergy. <b>Directors' benefits</b> In addition to the Directors' fees, the Non-Executive Directors are also entitled to meeting attendance fees for attending the Company's meetings. A total amount of Directors' benefits of up to RM25,000 payable to the Non-Executive Directors for the period 1 February 2017 (the Act came into force on 31 January 2017) until the next AGM (i.e. approximately 22 months or an expected 10 meeting days) is proposed for the shareholders' approval.

**Ordinary Resolution 5**

There is no age limit for directors under the Act which came into force on 31 January 2017. Even though there is no age limit under the Act but as at the Fifth AGM of the Company held on 25 November 2016, Tuan Haji Ash'ari Bin Ayub, who is above the age of 70, was re-appointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Sixth AGM, therefore his term of office will end at the conclusion of the Sixth AGM unless he is re-appointed. Tuan Haji Ash'ari Bin Ayub has offered himself for re-appointment. The proposed Ordinary Resolution 5, if passed, will enable Tuan Haji Ash'ari Bin Ayub to continue to act as a Director of the Company and he shall be subject to retirement by rotation at a later date.

**Ordinary Resolution 7**

The Proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. As at the date of printing of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Fifth AGM held on 25 November 2016 and which will lapse at the conclusion of the Sixth AGM. The authority 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 project(s), working capital, acquisitions, repayment of bank borrowings, etc.