

**Notice of the Thirty-Second Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Thirty-Second Annual General Meeting of the Company will be held at Grand Seasons Hotel, 72 Jalan Pahang, 53000 Kuala Lumpur on Thursday, 23 November 2017 at 10.00 a.m. for the purpose of transacting the following businesses:-

AGENDA

1. To lay 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 Explanatory (i) Resolution 1
2. To re-elect Dr. Wong Kai Fatt who retires in accordance with Article 82 of the Company's Articles of Association. Resolution 2
3. To re-elect Tan Sri Datuk Seri Lim Keng Cheng who retires in accordance with Article 117 of the Company's Articles of Association. Resolution 3
4. To re-appoint the following Directors:- Resolution 4
 - i) Mr. Khoo Nang Seng @ Khoo Nam Seng Resolution 5
 - ii) Mr. Chow Yoon Sam Resolution 6
5. To approve the payment of Directors' Fees for the financial year ended 30 June 2017. Resolution 7
6. To approve the payment of Directors' Benefits up to an amount of RM 200,000.00 from 1 July 2017 until the next Annual General Meeting of the Company. Resolution 8
7. To declare a First and Final Single Tier Dividend of 2 sen per share in respect of the financial year ended 30 June 2017. Resolution 9
8. To re-appoint Messrs. Mazars P/L as Auditors for the financial year ending 30 June 2018 and to authorise the Directors to fix their remuneration. Resolution 10
9. As Special Business, to consider and if thought fit, to pass the following ordinary resolutions with or without modifications:-

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

THAT approval be and is hereby given for Ms. Kang Hui Ling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company". Resolution 11

AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

THAT subject always to the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue shares in the Company, from time to time to such persons 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 10% only of the total number of issued shares of the Company for the time being and 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 Malaysia Securities Berhad.

AND 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". Resolution 10

PROPOSED RENEWAL OF SHAREHOLDERS MANDATE AND ADDITIONAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 2.4 of the Circular to Shareholders dated 31 October 2017 with the related parties listed in section 2.3 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favourable than those normally available to the public and are not to the detriment of the minority shareholders;

AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-

 - a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting;
 - b) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier". Resolution 11
10. To transact any other matter for which due notices have been given in accordance with the Company's Articles of Association and the Companies Act 2016.

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Thirty-Second Annual General Meeting, the First and Final Single Tier Dividend of 2 sen per share will be paid on 26 January 2018 to members whose names appear in the Record of Depositors on 29 December 2017.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for entitlement only in respect of:

 - i. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 29 December 2017 in respect of ordinary transfers; and
 - ii. Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Lim Thiam Wah, ACIS
Chartered Secretary
Kuala Lumpur
31 October 2017

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors as at 9 November 2017 shall be entitled to attend and vote at the Annual General Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy.
4. For 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.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Note:-

- (i) This Agenda is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016 the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.
- (ii) Resolution 3
To re-appoint Mr Khoo Nang Seng@Khoo Nam Seng as a Director of the Company. Mr. Khoo Nang Seng@Khoo Nam Seng who was re-appointed as a Director pursuant to Section 129 of the Companies Act, 1965 at the last Annual General Meeting, being eligible, offered himself for re-appointment as a Director.
The Proposed Resolution 3 if passed, will enable Mr. Khoo Nang Seng@Khoo Nam Seng to continue to act as Director of the company and he shall be subject to retirement by rotation at a later date.
- (iii) Resolution 4
To re-appoint Mr. Chow Yoon Sam as a Director of the Company. Mr. Chow Yoon Sam who was re-appointed as a Director pursuant to Section 129 of the Companies Act, 1965 at the last Annual General Meeting, being eligible, offered himself for re-appointment as a Director.
The Proposed Resolution 4 if passed, will enable Mr. Chow Yoon Sam to continue to act as Director of the company and he shall be subject to retirement by rotation at a later date.

Explanatory notes on Special Business:-

- i. The Proposed Resolution 9, if passed, will allow Ms. Kang Hui Ling to continue in office as Independent Non-Executive Director. The Malaysian Code on Corporate Governance 2012 recommended that approval of shareholders be sought in the event that the Company intends to retain a person as an Independent Director, a person who has served in that capacity for more than 9 years. The Board has assessed and recommended that Ms. Kang Hui Ling who has served as Independent Non-Executive Director of the Company for more than 9 years, to continue to act as Independent Non-Executive Director, subject to shareholders approval at the forthcoming Annual General Meeting of the Company.
Key justifications for her recommendation to continue as Independent Non-Executive Director are as follows:
a. Fulfills the independent director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
b. Relevant experience and expertise as set out in her profile in the Annual Report.
c. Long service with the Company enhances her knowledge and understanding of the business operations of the Group which enable her to contribute actively and effectively during deliberations or discussion at Audit Committee and Board Meetings.
- ii. The Proposed Resolution 10, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 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 at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 23 November 2016 and which will lapse at the conclusion of the Thirty-Second Annual General Meeting. The general 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(s), working capital and/or acquisitions.
- iii. The Proposed Resolution 11, if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 31 October 2017, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made on at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.