

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Mahkota 4 Hall, Sungai Petani Inn, 427 Jalan Kolam Air, 08000 Sungai Petani, Kedah on Thursday, 28 December, 2017 at 9.00 a.m. for the transaction of the following purposes:

AGENDA

- To receive the Audited Financial Statements of the Company for the financial period from 1 June 2016 to 31 July 2017 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
- To re-elect the following Directors retiring pursuant to Article 97(1) of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:-
(i) Ms Low Ai Choo **Ordinary Resolution 1**
(ii) Mr Sim Yee Fuan **Ordinary Resolution 2**
- To re-elect Ms Koay San San retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, offer herself for re-election. **Ordinary Resolution 3**
- To appoint Auditors of the Company until conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration:-
Notice of Nomination pursuant to Section 271(4) of the Companies Act, 2016, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs Grant Thornton, for appointment as Auditors, and of the intention to move the following motion to be passed as an Ordinary Resolution:-
"That Messrs Messrs. Grant Thornton, having consented to act, be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath, and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration." **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

- DIRECTORS' FEES**
"That the payment of Directors' fees of not exceeding RM251,000.00 for the financial period from 1 June 2017 to 31 July 2018. (1 June 2016 to 31 May 2017 : RM217,000.00) be and is hereby approved." **Ordinary Resolution 5**
- DIRECTORS' BENEFIT (EXCLUDING DIRECTORS' FEES)**
"That the payment of Directors' benefit (excluding Directors' fees) of not exceeding RM30,000.00 from 31 January 2017 until the next Annual General Meeting of the Company be and is hereby approved." **Ordinary Resolution 6**
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**
"That subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." **Ordinary Resolution 7**
- PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES**
"That subject to the Companies Act, 2016, provisions of the Company's Memorandum and Articles of Association ("MAA") and the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to purchase its own shares through Bursa Securities, subject to the following:-
(i) The maximum number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company;
(ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits and/or share premium account of the Company. Based on the audited financial statements of the Company as at 31 July 2017, the Company registered accumulated losses of RM7,260,153 and consolidated retained profits of RM18,192,407;
(iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority to renew either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
(iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
• to cancel the shares so purchased; or
• to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
• retain part of the shares so purchased as treasury shares and cancel the remainder.

- The Directors of the Company be and are hereby authorized to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and given full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act, 2016, provisions of the Company's MAA, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals." **Ordinary Resolution 8**
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

OOI YOONG YOONG (MAICSA 7020753)

Secretary
Penang
29 November 2017

Notes:-

Agenda 1 - Note A

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 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.

Appointment of Proxy

- A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- A member shall be entitled to appoint two (2) or more proxies to attend and vote at the same meeting.
- Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
- Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
- Where a Member of the Company is an exempt authorized nominee as defined under the Central Depositories Act, 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
- To be valid, the proxy form duly completed must be deposited at the Registered Office, 39 Salween Road 10050 Penang not less than forty-eight hours before the time for holding the meeting or adjourned meeting.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 21 December 2017 shall be entitled to attend this Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Special Business

- Ordinary Resolution 5 – Proposed payment of Directors' fees of not exceeding RM251,000.00 for the financial period from 1 June 2017 to 31 July 2018**

The proposed Ordinary Resolution 5 is to facilitate the payment of Directors' fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will sought the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.

- Ordinary Resolution 6 – Proposed payment of Directors' benefit (excluding Directors' fees) of not exceeding RM30,000.00 from 31 January 2017 until the next AGM of the Company**

The Directors' benefit (excluding Directors' fees) comprises the meeting allowance.

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 31 January 2017 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

- Ordinary Resolution 7 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

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

Pursuant to the previous mandate, the Company had on 7 November 2017 announced that the Company proposed to undertake private placement exercise of up to 10% of the total number of issued shares of the Company (excluding treasury shares) ("Proposed Private Placement").

As at the latest practicable date before printing of this Annual Report, the exact quantum and timing of the Proposed Private Placement has yet been determined, hence no proceeds have been raised.

- Ordinary Resolution 8 - Proposed Renewal of authority to purchase its own shares**

The proposed Ordinary Resolution 8, if passed, will give the authority to the Company to purchase its own shares up to 10% of the total number of issued shares of the Company. This authority, unless renewed or revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting after that date is required by the law to be held, whichever occurs first.

Detail information on the Proposed Renewal of authority to purchase its own shares are set out in page 91 to 96 of the 2017 Annual Report.