



Notice Of Twenty-First Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at PLB Engineering Berhad, 3rd Floor, Training Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Tuesday, 30 January 2018 at 3:00 p.m. for the following purposes:-

AGENDA

As ordinary business :

- To receive the Audited Financial Statements for the financial year ended 31 August 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and Directors' benefits of RM84,000.00 for the financial year ended 31 August 2017.
- To approve the payment of Directors' fees and Directors' benefits of RM78,000.00 for the financial year ending 31 August 2018.
- To re-elect Enick Mardzukhi Bin Abu Bakar who retires in accordance with the Company's Constitution (Article 81 of the Company's Articles of Association as adopted before the commencement of the Companies Act, 2016).
- To re-elect Madam Teoh Siew Tin who retires in accordance with the Company's Constitution (Article 81 of the Company's Articles of Association as adopted before the commencement of the Companies Act, 2016).
- To re-elect Madam Wein Siew Fen who retires in accordance with the Company's Constitution (Article 88 of the Company's Articles of Association as adopted before the commencement of the Companies Act, 2016).
- To re-appoint Dato' Seri Ong Choo Hoon as Director of the Company.
- To re-appoint Messrs Grant Thornton as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Notes

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

As special business :

To consider and if thought fit, to pass with or without modifications the following ordinary resolutions:-

9. AUTHORITY TO ISSUE SHARES

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."

Ordinary Resolution 8

10. PROPOSED RENEWAL OF AND NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as detailed in section 2.2 of the Circular to Shareholders of the Company dated 22 December 2017, involving the interests of directors, major shareholders or persons connected with such directors or major shareholders of the Company ("Related Parties") as detailed in Section 2.2 of Circular to Shareholders of the Company dated 22 December 2017, provided that such arrangements and/or transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for day-to-day operations; and
- carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

(the "Proposed Mandate").

THAT the Proposed Mandate shall take effect from this resolution and shall only continue to be in force until:-

- the conclusion of the next annual general meeting of the listed issuer following the general meeting at which such Proposed Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is earlier.

AND THAT the directors of the company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate."

Ordinary Resolution 9

11. RETAINING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given to Mr Saw Chin Eng 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."

Ordinary Resolution 10

12. RETAINING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Madam Teoh Siew Tin 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."

Ordinary Resolution 11

To transact any other business of which due notices shall have been given.

By Order of the Board,

Chee Wai Hong (BC/C/1470)

Foo Li Ling (MAICSA 7019557)

Company Secretaries

Penang

Date: 22 December 2017

Notes :

- 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 member shall be entitled to appoint more than 1 proxy to attend and vote at the same meeting. Where a member appoints more than 1 proxy (subject to a maximum of 2 proxies at each meeting), 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 exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in 1 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 its holds.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- To be valid, the proxy form duly completed must be deposited at the registered office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time for holding the meeting.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Company's Constitution (Article 57 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 29 December 2017 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- The resolutions as set out in this Notice of Annual General Meeting is to be voted by poll.

Explanatory Notes on Ordinary Business:

Agenda 1 - To receive the Audited Financial Statements for the financial year ended 31 August 2017 together with the Reports of the Directors and Auditors thereon: This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

Ordinary Resolution 2 - Payment of Directors' fees and Directors' benefits for the financial year ending 31 August 2018

The proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2018 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

Ordinary Resolution 6 - Re-appointment of Dato' Seri Ong Choo Hoon as Director of the Company

The proposed Ordinary Resolution 6 is to re-appoint Dato' Seri Ong Choo Hoon who is over 70 years of age and was re-appointed at the Annual General Meeting held on 19 January 2017 pursuant to Section 129 of the Companies Act 1965 (which was then in force) to hold office until the conclusion of the next Annual General Meeting. The said Section 129 is now superseded by the Companies Act 2016 which does not require a Director over 70 years of age to be re-appointed at the Annual General Meeting. This resolution once passed will confirm the appointment of Dato' Seri Ong Choo Hoon to continue to act as Director of the Company without any further requirement for him to seek re-appointment in future.

Explanatory Notes on Special Business:

Ordinary Resolution 8 - Authority to issue shares

Subject to exceptions provided in the Companies Act, 2016, the Directors would have to call for a general meeting to approve the issue of new shares even though the number involved is less than 10% of the share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose as they consider would be in the interest of the Company.

As at the date of this Notice, the Company has not issued any new shares pursuant to the general authority granted to the Directors at the Twentieth Annual General Meeting ("AGM") held on 19 January 2017 and which will lapse at the conclusion of the Twenty-First AGM to be held on 30 January 2018. A renewal of this authority is being sought at the Twenty-First AGM under proposed Resolution 8.

The renewal mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of fund raising activities including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Ordinary Resolution 9 - Proposed Renewal Of And New Recurrent Related Party Transactions Of A Revenue Or Trading Nature

The proposed resolution in relation to Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature which is to be reviewed annually will eliminate the requirement for the Company to make regular announcements and convene separate general meetings from time to time in respect of the aforesaid Related Party Transactions.

Ordinary Resolutions 10 - Retaining In Office As Independent Non-Executive Director

The Board has via the Nominating Committee, assessed the independence of the following Director, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

Ordinary Resolution 10 - Mr. Saw Chin Eng

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and brings an element of objectivity to the Board.
- His vast experience in the accounting and audit industry enable him to provide the Board with a diverse set of experience, expertise and independent judgement.
- He understands the Company's industry well and is able to contribute to the effective management of the Company's business activities.
- He consistently challenged management in an effective and constructive manner and provide an independent voice on the board.
- He keeps a distance from management in overseeing and monitoring execution of strategy without being subject to influence of management.

Ordinary Resolutions 11 - Retaining in Office As Independent Non-Executive Director

The proposed Ordinary Resolution 4, if passed, will retain Madam Teoh Siew Tin as Independent Non-Executive Director of the Company in line with the recommendation of Malaysian Code of Corporate Governance 2017. The Board has via the Nominating Committee, assessed the independence of the following Director, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended her to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

Ordinary Resolution 11: Madam Teoh Siew Tin

- She fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, she would be able to function as check and balance, and brings an element of objectivity to the Board.
- Her vast experience in the accounting, finance, corporate tax planning, licensing, administrative and corporate services including human resources management, corporate communications, information technology, credit control and debt recover, equity call and fund raising, mergers and takeovers and feasibility study of projects enable her to provide the Board with a diverse set of experience, expertise and independent judgement.
- She understands the Company's industry well and is able to contribute to the effective management of the Company's business activities.
- She consistently challenged management in an effective and constructive manner and provide an independent voice on the board.
- She keeps a distance from management in overseeing and monitoring execution of strategy without being subject to influence of management.