

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT LEVEL 9, CLASSIC 1 BANQUET MEETING HALL, HOTEL CLASSIC, 69 JALAN ALI, 84000 MUAR, JOHOR DARUL TAKZIM ON THURSDAY, 25 JANUARY 2018 AT 11.00 A.M. FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 August 2017 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note A)
2. To approve the payment of Directors' fees for the financial year ended 31 August 2017. (Ordinary Resolution 1)
3. To declare a final single tier tax exempt dividend of 2.2 sen per ordinary share in respect of the financial year ended 31 August 2017. (Ordinary Resolution 2)
4. To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-
Teo Hwee Ing (Ordinary Resolution 3)
Teo Seng Kuang (Ordinary Resolution 4)
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to determine their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

6. Proposed Renewal of Authority to Issue Shares Pursuant to Section 75 of the Companies Act 2016 ("the Act") (Ordinary Resolution 6)
"THAT subject always to the Act, the Articles of Association of the Company and the approvals of the Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be and are hereby given full authority, pursuant to Section 75 of the Act, to issue and allot new shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.
7. Proposed authority for the Company to purchase its own shares (Ordinary Resolution 7)
"THAT, subject to compliance with the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby given full authority, to seek shareholders' approval for the authority for the Company to purchase and/or such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:
(i) the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up capital of the Company; and
(ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

THAT the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate.

8. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Tenth Annual General Meeting, the proposed final single tier tax exempt dividend of 2.2 sen per ordinary share in respect of the financial year ended 31 August 2017, will be paid on 1 March 2018 to depositors registered in the Record of Depositors of the Company at the close of business on 14 February 2018.

A depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 14 February 2018 in respect of ordinary transfers; or
- b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Tenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository) in accordance with Article 12B of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 18 January 2018. Only a depositor whose name appears on the Record of Depositors as at 18 January 2018 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

BY ORDER OF THE BOARD

Pang Kah Man
(MIA 18831)
Company Secretary
Muar, Johor Darul Takzim
28 December 2017

Notes:-

- (A) This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.
1. A proxy may but need not be a member of the Company pursuant to Section 334 of the Act.
2. To be valid, the form of proxy, duly completed must be deposited at the Registered Office of the Company at No. 7, (1st Floor), Jalan Pesta 1/1, Taman Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not less than twenty-four (24) hours before the time of the Tenth Annual General Meeting.
3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
4. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Annual General Meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
5. If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. 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.
7. Only members registered in the Record of Depositors as at 18 January 2018 shall be eligible to attend the Tenth Annual General Meeting or appoint a proxy to attend and vote on his behalf.
- (B) The mandate now sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 25 January 2017 which will expire at the conclusion of the forthcoming Annual General Meeting.
- (C) The Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.
- (D) 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 and/or acquisitions.
9. Proposed authority for the Company to purchase its own shares
The proposed Ordinary Resolution no. 7 under item 7, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.
Further details are set out in the Statement to Shareholders dated 28 December 2017.
10. Personal data privacy
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Tenth AGM and/or any adjournment thereof, a member of the Company:
(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Tenth AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Tenth AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanation Notes to the Agenda:-

8. Proposed Renewal of Authority to Allot and Issue Shares pursuant to Section 75 of the Act
(a) The proposed Ordinary Resolution no. 6 under Item 6, if passed, will empower the Directors of the Company, from the date of the Tenth Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.