

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of the Company will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 24 May 2018 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and the Auditors thereon. **[Please refer to Explanatory Note (i)]**
- To re-elect the following Directors who are retiring pursuant to Article 106 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - Syed Yasir Arafat bin Syed Abd Kadir
 - Madeline Lee May Ming
- To approve the payment of the Directors' fees of RM760,701 for the financial year ended 31 December 2017.
- To approve an amount of up to RM93,000 as benefits payable to the Non-Executive Directors from 25 May 2018 to the next Annual General Meeting of the Company to be held in 2019.
- To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION NO. 1
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT, 2016**

"**THAT** subject to the Companies Act, 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain 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."

- To transact any other business for which due notice shall have been given.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)
CHIN MUN YEE (MAICSA 7019243)**
Company Secretaries

Kuala Lumpur
25 April 2018

Explanatory Notes on Ordinary Business/Special Business:

- Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Item 2 of the Agenda

Datuk Abdullah Bin Ahmad who retires pursuant to Article 106 of the Company's Articles of Association has indicated not to seek for re-election at the Sixth Annual General Meeting ("AGM").

- Item 4 of the Agenda

The proposed benefits payable to the Non-Executive Directors (save and except for Syed Yasir Arafat bin Syed Abd Kadir being the nominee of the holding company, Hallmark Odyssey Sdn. Bhd. to the Board of the Company, has waived his entitlement for Director's fees and benefits) comprises solely of meeting allowances.

The total estimated amount of benefits payable to the Non-Executive Directors is calculated based on number of scheduled or expected Board and Board Committees' Meetings from 25 May 2018 until the next AGM in the year 2019.

- Item 6 of the Agenda

The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Companies Act, 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

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 Fifth AGM held on 24 May 2017 and which will lapse at the conclusion of the forthcoming Sixth AGM.

Notes:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Sixth AGM of the Company, the Company shall be requesting the Record of Depositors as at 17 May 2018. Only a depositor whose name appears in the Record of Depositors as at 17 May 2018 shall be entitled to attend and vote at the Meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- A member may appoint not more than two (2) proxies to attend at the same Meeting. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (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 or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for the 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. Where an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same Meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Symphony Share Registrar Sdn. Bhd. not less than forty-eight (48) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- If this Form of Proxy is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Form of Proxy is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Form of Proxy.