

**NOTICE OF 21ST ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 21st Annual General Meeting of the Company will be held at the Banquet Hall, 1st Level, Main Lobby, TPC Kuala Lumpur, 10 Jalan 1/170D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 28 June 2018 at 10.00 a.m. for the following purposes:-

**AGENDA**

**Ordinary Business**

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|----|---|------------------------|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. | Please refer to Note A |
| 2. | To approve the payment of Directors' fees and benefits for the financial year ended 31 December 2017.   | Resolution 1           |
| 3. | To approve the payment of Directors' fees and benefits of up to RM950,000 for the financial year ending 31 December 2018.   | Resolution 2           |
| 4. | To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:   |                        |
|    | (i) Tan Sri Dato' Sri Haji Wan Zaki bin Haji Wan Muda   | Resolution 3           |
|    | (ii) Dato' Sri Wan Zakariah bin Haji Wan Muda   | Resolution 4           |
|    | (iii) Dato' Haji Roslan bin Tan Sri Jaffar  | Resolution 5           |
| 5. | To re-appoint Messrs Deloitte PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.                               | Resolution 6           |

**Special Business**

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

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| 6. | <b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016</b><br>"THAT, subject to the Companies Act, 2016, the Articles of Association of the Company and the approval from the relevant authorities, where such approval is necessary, the Directors be and are hereby authorised, pursuant to Section 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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% 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."   | Resolution 7                  |
| 7. | <b>PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE</b><br>"THAT, subject to the Companies Act, 2016 ("Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particularly of which are set out in the Circular to Shareholders dated 27 April 2018 with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders and that such transactions are made on the arm's length basis and on normal commercial terms<br>AND THAT such approval shall continue to be in force until:<br>(i) the conclusion of the next Annual General Meeting ("AGM") of the Company (being the 22nd AGM of the Company), at which time the said authority will lapse, unless by a resolution passed at a general meeting whereby the authority is renewed;<br>(ii) the expiration of the period within which the next AGM of the Company (being the 22nd AGM of the Company) is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or<br>(iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earliest,<br>AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." | Resolution 8                  |
| 8. | <b>AUTHORITY TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS</b><br>(i) "THAT Raja Tan Sri Dato' Seri Aman bin Raja Haji Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."<br>(ii) "THAT Datuk (Prof.) A. Rahman @ Omar bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."   | Resolution 9<br>Resolution 10 |

**BY ORDER OF THE BOARD**

DATO' HAJI BAHARI BIN JOHARI (LS 0008773)  
 SEUHAILEY BINTI SHAMSUDIN (MAICSA 7046575)  
 WONG MAW CHUAN (MIA 7413)  
 Company Secretaries

Kuala Lumpur  
 27 April 2018

**Notes:**

- A. This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1) of the Companies Act, 2016 do not require a formal approval of the shareholders and hence, is not put forward for voting.
- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.
  - 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
  - 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 at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur of the Company, or at such other place within Malaysia is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. If the appointer is a corporation, either under its Common Seal (if any) or under the hand of an officer or attorney duly authorised.
  - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions as set out in this Notice will be put to vote by way of poll.
  - In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 June 2018 shall be eligible to attend, participate, speak and vote at the 21st AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

**Explanatory Notes on Special Business:**

- Resolution 7**  
 The Ordinary Resolution 7 is proposed to seek a renewal of general mandate for authority to issue shares pursuant to Section 76 of the Act. If the resolution is passed, it will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company, for such purposes as the Directors would consider in the best interest of the Company. The approval is sought to avoid any delay and cost involved in convening a general meeting for such issuance of shares. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.  
 The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for the purpose of repayment of bank borrowings, funding future investment and working capital.  
 The Company did not issue any share pursuant to the mandate granted to the Directors at the last AGM held on 24 May 2017.  
 However, the Company had utilised the mandate granted to the Directors at the AGM held on 1 June 2016 and had on 21 April 2017 completed the issuance of 48,000,000 Placement Shares at an issue price of RM0.98 per share ("Placement"). The details and status of the utilisation of the Placement proceeds are disclosed in Additional Compliance Information section in the Annual Report.
- Resolution 8**  
 The Ordinary Resolution 8, if passed will enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities.
- Resolutions 9 and 10**  
 The Nomination Committee had assessed the independence of Raja Tan Sri Dato' Seri Aman bin Raja Haji Ahmad and Datuk (Prof.) A. Rahman @ Omar bin Abdullah, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-  
 (i) They had fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Securities, and hence, they would be able to provide an element of objectivity, independent judgement and balance to the Board;  
 (ii) Their length of services on the Board of more than nine (9) years does not in any way interfere with their exercise of objective judgement or their ability to act in the best interests of the Company and Group. In fact, both of them, having been with the Company for more than nine (9) years, are familiar with the Group's business operations and have devoted sufficient time and commitment to their role and responsibilities as an Independent Director for informed and balance decision making; and  
 (iii) They have exercised due care during their tenures as Independent Directors of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.
- Statement Accompanying the Notice of AGM**  
 Pursuant to paragraph 8.27(2) of the Main Marketing Listing Requirements of Bursa Securities, the Notice convening an AGM is to be accompanied by a statement furnishing details of individuals who are standing for election as directors. This requirement excludes directors who are standing for re-election.  
 No individual is standing for election as a Director at the 21st AGM of the Company.