

**NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Green II, Main Wing, Tropicana Golf and Country Club, Jalan Kelab Tropicana, Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 11 June 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 Directors' and Auditor's Reports thereon. *(Please refer to Explanatory Notes to the Agenda)*
  - To approve the payment of Directors' fees for the financial year ended 31 December 2017. **Ordinary Resolution 1**
  - To approve and ratify the payment of Directors' benefits (other than Directors' fees) to Non-Executive Directors up to an amount of RM250,000.00 for the period from 31 January 2017 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
  - To re-elect the following Directors who retire by rotation in accordance with Article 104 of the Company's Constitution:
    - Encik Fazrin Azwar Bin Md Nor; and **Ordinary Resolution 3**
    - Datuk Lim Thean Shiang **Ordinary Resolution 4**
  - To re-elect the following Directors who were appointed during the year and retire in accordance with Article 91 of the Company's Constitution:
    - Mr. Ng Hong @ Wong Chien Foong; and **Ordinary Resolution 5**
    - Tuan Haji Norzain Bin Abdul Wahab **Ordinary Resolution 6**
  - To re-appoint Deloitte PLT as the Company's auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**

- As Special Business**
- To consider and, if thought fit, pass the following ordinary resolutions:
- Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 8**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.  
**AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
  - Continuing in Office as Independent Non-Executive Directors**
    - "THAT approval be and is hereby given to Tan Sri Dato' Sri Koh Kin Lip JP who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 9**
    - "THAT approval be and is hereby given to Encik Fazrin Azwar Bin Md. Nor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 10**
  - To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**By Order of the Board**

**CHEN BEE LING (MAICSA 7046517)**  
**FOO ING ING (LS0010047)**  
 Company Secretaries

Selangor Darul Ehsan  
 30 April 2018

**Notes:**

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 5 June 2018 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote at the Meeting on his/her behalf. In the case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. A proxy/representative appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than **forty-eight (48) hours** before the time set for holding the Meeting or adjourned meeting, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll.
- Where a member 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.

**Explanatory Notes to the Agenda:**
**Item 1 of the Agenda**

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.

**Item 3 of the Agenda - Ordinary Resolution 2**
**Payment of Directors' benefits (other than Directors' fees)**

In compliance with Section 230(1) of the Companies Act, 2016, the Company is seeking for shareholders' approval and ratification for payment of Directors' benefits (other than Directors' fees) to the Non-Executive Directors up to an amount of RM250,000.00 for the period from 31 January 2017 until the conclusion of the next AGM of the Company. The calculation is based on the estimated number of scheduled and/or Special Board and Board Committees' meetings and on the assumption that all the Non-Executive Directors will remain in office until the next AGM.

**Item 7 of the Agenda - Ordinary Resolution 8**
**Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016**

Ordinary Resolution 8 is a renewal of the mandate obtained from the members of the Company at the last AGM held on 21 June 2017 ("the Previous Mandate") and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM.

The renewal of the mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.

The Company raised approximately RM9,999,900 from its private placement exercise proposed in year 2017 pursuant to the Previous Mandate. As at 31 December 2017, the Company has fully utilised the funds raised. Details of utilisation of proceeds are disclosed in Additional Compliance Information.

**Item 8.1 of the Agenda - Ordinary Resolution 9**
**Continuing in Office as Independent Non-Executive Director - Tan Sri Dato' Sri Koh Kin Lip JP**

The Nomination Committee has assessed the independence of Tan Sri Dato' Sri Koh Kin Lip JP, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board discussed and agreed with the recommendation of the Nomination Committee that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors;
- He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- He had vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion;
- He exercises independent judgement and has the ability to act in the best interest of the Company;
- He had continued to exercise his independence and due care during his tenure as an independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders; and
- He has actively participated in the Board's deliberations, provided objective and independent opinion to the Board.

**Item 8.2 of the Agenda - Ordinary Resolution 10**
**Continuing in Office as Independent Non-Executive Director - Encik Fazrin Bin Mohd Nor**

The Nomination Committee has assessed the independence of Encik Fazrin Bin Mohd Nor, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board discussed and agreed with the recommendation of the Nomination Committee that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- He had vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion;
- He exercises independent judgement and has the ability to act in the best interest of the Company;
- He had continued to exercise his independence and due care during his tenure as an independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders;
- He has actively participated in the Board's deliberations, provided objective and independent opinion to the Board.