

SIXTY-FIRST (61ST) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-First (61st) Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 24 July 2018 at 10:00 a.m. to transact the following business:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2018. *[Please refer to Note A]*
- To re-elect the following Directors who retire by rotation in accordance with Article 88 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Dato' Shahrman bin Shamsuddin **Ordinary Resolution 1**
 - Encik Ahmad Jauhari bin Yahya **Ordinary Resolution 2**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

- Directors' Fees**
"THAT the Directors' fees of RM616,583.50 for the financial year ended 31 January 2018 be hereby approved for payment." **Ordinary Resolution 4**
[Please refer to Note B]
- Directors' Benefits Payable**
"THAT the Directors' benefits payable up to an amount of RM62,570.00 from 25 July 2018 until the next Annual General Meeting in year 2019 of the Company be hereby approved for payment." **Ordinary Resolution 5**
[Please refer to Note C]
- Retention of Independent Non-Executive Director**
"THAT Dato' Muthanna bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Ordinary Resolution 6**
[Please refer to Note D]
- Retention of Independent Non-Executive Director**
"THAT Tan Sri Datuk Amar (Dr.) Hamid bin Bugo, an Independent Non-Executive Director of the Company who will reach the nine (9) year term limit on 25 August 2018 be and is hereby retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Ordinary Resolution 7**
[Please refer to Note D]
- Retention of Independent Non-Executive Director**
"THAT Dato' Fuziah @ Fauziah binti Dato' Ismail, an Independent Non-Executive Director of the Company who will reach the nine (9) year term limit on 25 August 2018 be and is hereby retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Ordinary Resolution 8**
[Please refer to Note D]
- Authority for Directors to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT subject to the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided always 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 THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company, 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
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;**AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." **Ordinary Resolution 9**
[Please refer to Note E]
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

YAU JYE YEE (MAICSA 7059233)

Company Secretaries

Selangor Darul Ehsan

31 May 2018

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES:

A. Audited Financial Statements

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, formal approval by members is not required to be obtained. Hence, this agenda item will not be put forward for voting.

B. Directors' Fees

The proposed Ordinary Resolution 4, if approved, would authorise the payment of Directors' fees pursuant to Article 93 of the Articles of Association of the Company.

C. Directors' Benefits Payable

The proposed Directors' benefits payable comprises meeting allowances.

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committees' meetings for the financial year ending 31 January 2019 until the next Annual General Meeting ("AGM") in year 2019. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

D. Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance

The proposed adoption of Ordinary Resolutions 6 to 8 is to seek shareholders' approval to retain the following Directors as the Independent Non-Executive Directors of the Company:-

- Dato' Muthanna bin Abdullah;
- Tan Sri Datuk Amar (Dr.) Hamid bin Bugo; and
- Dato' Fuziah @ Fauziah binti Dato' Ismail.

The Board of Directors has vide the Board Nomination and Remuneration Committee conducted an annual performance evaluation and assessment of the abovementioned Directors and recommended that they continue in office as the Independent Non-Executive Directors based on the following justifications:-

- They have fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, ("Bursa Securities") and thus, they would be able to function as check and balance, provide a broader view and bring with them an element of objectivity to the Board.
- They have not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or their ability to act in the best interests of the Company.
- They have no potential conflict of interest, whether business or non-business related with the Company.
- They have not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with their duties and expected of them to carry out their duties as the Independent Directors.

E. Authority for Directors to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9, if approved, would, subject to the MMLR of Bursa Securities, enable the Directors to issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at the date of such issuance for such purpose as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

The mandate will enable the Directors to take swift action in case of a need for corporate exercises or fund-raising activities or in the event business opportunities arise which involve the issuance of new shares and to avoid delay and

cost in convening general meetings to approve such issuance of shares. The proceeds raised from the corporate exercises or fund-raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the last AGM held on 12 July 2017 which will lapse at the conclusion of the forthcoming 61st AGM.

NOTES ON APPOINTMENT OF PROXY:

- Only a depositor whose name appears on the Record of Depositors as at 17 July 2018 shall be entitled to attend and vote at the Meeting or appoint proxy(ies) to attend and vote in his stead.
- A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly appointed under a Power of Attorney or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or an attorney duly appointed under a Power of Attorney.
- Where a Member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- A proxy may but does not need to be a member of the Company and if not a member he need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to participate, speak and vote at the Meeting.
- The instrument appointing the proxy must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, 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 appointed for holding the Meeting or any adjournment thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.