

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Function Rooms, Level M3, VE Hotel & Residence, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 5 September 2018 at 10:00 a.m. to transact the following business:-

### A G E N D A

#### As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon.                                      | <b>Please refer to Explanatory Note 1</b> |
| 2. To approve the payment of Directors' fees and allowances amounting to RM146,400/- for the financial year ended 31 March 2018.  | <b>Resolution 1</b>                       |
| 3. To approve the Directors' fees and allowances payable up to an amount of RM299,400 for the period from 1 April 2018 until the next Annual General Meeting of the Company to be held in 2019. | <b>Resolution 2</b>                       |
| 4. To re-elect Datuk Seri Maglin Dennis D'Cruz who is retiring by rotation pursuant to Article 81 of the Company's Articles of Association.   | <b>Resolution 3</b>                       |
| 5. To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.      | <b>Resolution 4</b>                       |

#### As Special Business:

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

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| 6. <b>ORDINARY RESOLUTION</b><br>- <b>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016</b> | <b>Resolution 5</b> |
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"THAT subject always to the Companies Act 2016 ("Act"), Articles of Association of the Company, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, 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 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 at the time of issue AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By order of the Board

**WONG YOUN KIM (MAICSA 7018778)**  
Company Secretary

Kuala Lumpur  
Dated: 31 July 2018

#### EXPLANATORY NOTES

##### 1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018

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 and hence, this agenda item will not be put forward for voting.

##### 2. AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES

The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate ("General Mandate") for issuance of shares by the Company under Section 76 of the Companies Act, 2016. The Ordinary Resolution, if passed, will give the Directors of the Company, from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company, from time to time provided that the aggregate number of shares issued pursuant to General Mandate does not exceed 10% of the issued capital of the Company, for such purposes as the Directors consider would be in the best interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment projects(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares of the Company were issued pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting held on 29 August 2017 which will lapse at the conclusion at the Sixteenth Annual General Meeting.

#### Notes:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 August 2018 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof, at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- (v) Pursuant to Rule 8.29A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the votes cast at the Sixteenth Annual General Meeting of the Company or any adjournment thereof.