

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting of the Company will be held at Danau 3, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Wednesday, 12 September 2018 at 10.00 a.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 and the Reports of Directors and Auditors thereon.
Please refer to Explanatory Note A
- To approve the payment of Directors' fees of RM144,000 for the financial year ended 31 March 2018.
Ordinary Resolution 1
- To approve the payment of Directors' benefits (including Directors' fees) to the Non-Executive Directors up to an amount of RM152,000 from 13 September 2018 until the next annual general meeting of the Company.
Ordinary Resolution 2
- To re-elect the following Directors retiring pursuant to Article 127 of the Company's Constitution:-
(i) Tan Sri Mokhzani Mahathir
(ii) Mr. Chhoa Kwang Hua, Eric
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
- To re-appoint Deloitte PTL as Auditors of the Company and to authorise the Directors to determine their remuneration.
PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
"THAT Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) who has served the Board 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 Independent Non-Executive Director of the Company."
Ordinary Resolution 6
"THAT Enck Abdul Jabbar Bin Abdul Majid who has served the Board 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 Independent Non-Executive Director of the Company."
Ordinary Resolution 7
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH OPCOM SDN BHD GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Opcom Sdn Bhd Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 8
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH ERICSSON (MALAYSIA) SDN BHD GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Ericsson (Malaysia) Sdn Bhd Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 9
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH UNIGEL (UK) LIMITED GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unigel (UK) Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 10
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH UNIGEL IP LIMITED GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unigel IP Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 11
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH UNIPATE LIMITED GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unipate Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 12
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HIKARI COMPOSITES SDN BHD**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Hikari Composites Sdn Bhd as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 13
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH UNIPATE LIMITED GROUP AND ITS ASSOCIATED COMPANIES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unipate Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2018 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
THAT such approval will only continue in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2018 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."
Ordinary Resolution 14
- AUTHORITY TO ALLOT SHARES**
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-
"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes that 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 issued share capital of the Company for the time being."
Ordinary Resolution 15
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**
As Special Business to consider and if thought fit, to pass the following Special Resolution, with or without modifications:-
"THAT the new set of the Constitution of the Company in the form and manner as set out in Appendix A attached herewith be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to the adoption of the new Constitution of the Company."
Special Resolution 1
- To transact any other business of which due notice shall have been received.

SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
Dated: 31 July 2018

Notes:-

- Only depositors whose names appear in the Record of Depositors as at 5 September 2018 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the Member to speak at the meeting.
- A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, 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 of the Company is an Exempt Authorised Nominee which holds ordinary share 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 instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Explanatory Notes:
Note A - The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016, hence, the matter will not be put for voting.

Ordinary Resolutions 1 and 2

Proposed Payment of Directors' Fees

Proposed Payment of Directors' Benefits to Non-Executive Directors
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Twenty-Third Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-
• Ordinary Resolution 1 on payment of Directors' fees in respect of the financial year ended 31 March 2018; and
• Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) from 13 September 2018 until the next AGM.

The Directors' benefits of the Company which is estimated not to exceed RM152,000 is basically the meeting allowances for Board/Board Committee meetings attended/to be attend for period from 13 September 2018 until the conclusion of the next AGM.

The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed in the Company's Corporate Governance Overview Statement as contained in the Annual Report 2018.

Ordinary Resolutions 6 and 7

Proposed Retention of Independent Non-Executive Directors

The Proposed Ordinary Resolutions 6 and 7, if passed, will enable Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) and Enck Abdul Jabbar Bin Abdul Majid to continue serving as the Independent Non-Executive Directors of the Company as recommended under Malaysian Code on Corporate Governance ("MCCG"). Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) and Enck Abdul Jabbar Bin Abdul Majid were appointed on 12 September 2003 and 11 November 2003 respectively. An assessment of the independence of all Independent Directors was undertaken as part of the Board's assessment in 2018. The Board of Directors has considered the results of the independence assessment of Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) and Enck Abdul Jabbar Bin Abdul Majid which was undertaken pursuant to the guidelines as set out in the ACE Market Listing Requirements of Bursa Securities and MCCG, and are satisfied that they meet the guidelines for independence and their ability to exercise independent judgement. Therefore, the Board recommends that Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) and Enck Abdul Jabbar Bin Abdul Majid should be retained as the Independent Non-Executive Directors of the Company.

Ordinary Resolutions 8-14

Proposed Shareholders' Mandate for Recurrent Transactions

The proposed Ordinary Resolutions 8-14, if passed, will allow the Company and/or its subsidiaries to enter into Recurrent Transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Ordinary Resolution 15 Authority to Allot Shares

At last year's Annual General Meeting, mandate was given to Directors to allot not more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate. The proposed Ordinary Resolution 15, if passed, will empower the Directors of the Company to allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing(s), if any, for purpose of funding future investment project(s), working capital and/or acquisitions.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

Special Resolution 1

Proposed Amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will give full effect to the proposed amendments to the Constitution of the Company by substituting the existing Constitution with the new set of Constitution as set out in Appendix A.

The rationale of the proposed amendments to the existing Constitution is to ensure continued compliance and to bring the Constitution of the Company in line with the following laws and regulations:-

- Amended Bursa Malaysia Securities Berhad ACE Market Listing Requirements which was issued on 29 November 2017; and
- Companies Act 2016 which came into effect on 31 January 2017.