



**NOTICE OF 18TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Tuesday, 18 September 2018 at 10.00am for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS:**

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. (Please refer to Explanatory Note)
2. To approve the payment of Directors' Fees and benefits to Non-Executive Directors of up to an amount of RM895,000 for the period from 19 September 2018 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 1
3. To re-elect the following Directors retiring pursuant to Article 74 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - (a) Dato' Mah Siew Kwok Resolution 2
  - (b) Mr Tai Keat Chai Resolution 3
4. To re-elect the following Directors retiring pursuant to Article 80 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - (a) Mr Tan Wee Hoong Resolution 4
  - (b) Ms Wan Mai Gan Resolution 5
5. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6

**AS SPECIAL BUSINESS:**

6. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:
 

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Resolution 7

"THAT subject always to the Companies Act, 2016 and the approvals of the relevant authorities, 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 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital 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 so issued on Bursa Malaysia Securities Berhad (Bursa Securities) and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."
7. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:
 

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** Resolution 8

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in section 2.3 of Part B of the Statement/Circular to Shareholders dated 31 July 2018 subject to the following:-

  - i) the transactions are of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
  - ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the Main Market Listing Requirements of Bursa Securities;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act, 2016); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the shareholders' mandate."
8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:
 

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES** Resolution 9

"THAT, subject to the provisions of the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time (Proposed Renewal of Share Buy-Back Authority); and that the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company for the Proposed Renewal of Share Buy-Back Authority;

THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company are authorised to decide at their discretion to cancel all the shares so purchased and/or retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the open market of Bursa Securities and/or to retain thereof as treasury shares and cancel the remainder;

THAT the Directors of the Company be and are hereby authorised and empowered to carry out all acts and actions and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities;

AND THAT the Directors of the Company be and are hereby empowered immediately upon the passing of this Ordinary Resolution until the conclusion of the next AGM of the Company at which such resolution was passed, at which time the authority shall lapse unless by ordinary resolution passed at a general 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 the earlier revocation or variation of the authority through a general meeting whichever is the earliest, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date."
9. To consider, and if thought fit, to pass the following resolution as a Special Resolution:
 

**PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY (PROPOSED ADOPTION)** Resolution 10

"THAT approval be and is hereby granted for the Company to revoke its existing Memorandum and Articles of Association with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Statement/Circular to Shareholders dated 31 July 2018 be and is hereby adopted as the Constitution of the Company with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to assent any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption, for and on behalf of the Company."
10. To transact any other business of which due notice shall have been given.

By Order of the Board

**PHANG AI TEE [MAICSA No. 7013346]**

Company Secretary

Kuala Lumpur

31 July 2018

**NOTES:**

- i) A member of the Company may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
- ii) 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), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- iv) 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 Registered Office of the Company at 10th Floor, Menara SMI, 6 Lorong P, Ramlee, 50250 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- v) Only members whose names appears in the Record of Depositors on 5 September 2018 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
- vi) The resolutions set out in the Notice of 18th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.

**EXPLANATORY NOTES**

- Agenda 1 Audited Financial Statements for the financial year ended (FYE) 31 March 2018**  
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.
- Resolution 1 Directors' Fees and Benefits**  
Section 230 of the Companies Act, 2016 provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.  
The proposed Resolution 1, if passed, will authorise the payment of Directors' fees and benefits (being meeting attendance allowance) payable to the Non-Executive Directors for the period from 19 September 2018 until the conclusion of the next AGM of the Company. 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. The total estimated amount of benefits payable is calculated based on the number of scheduled Board and Board Committee meetings and the current composition of the Board and Board Committees remains unchanged.  
The Board is of the view that it is just and equitable for these Directors' fees and benefits to be paid quarterly and as and when incurred respectively, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the said period.
- Resolution 7 Authority to Allot Shares**  
Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 18<sup>th</sup> AGM.
- Resolution 8 Resolution pertaining to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
Further information on the Recurrent Related Party Transactions is set out in Part B of the Statement/Circular to Shareholders dated 31 July 2018 which is dispatched together with the Company's Annual Report 2018.
- Resolution 9 Proposed Renewal of Authority for the Company to Purchase Its Own Shares (Proposed Renewal of Share Buy-Back Authority)**  
Further information on the Proposed Renewal of Share Buy-Back Authority is set out in Part A of the Statement/Circular to Shareholders dated 31 July 2018 which is dispatched together with the Company's Annual Report 2018.
- Resolution 10 Proposed Adoption of the New Constitution of the Company (Proposed Adoption)**  
The proposed amendments to the existing Memorandum & Articles of Association (Constitution) of the Company (Proposed Amendments) are made in line with the Companies Act, 2016, in compliance with the Main Market Listing Requirements of Bursa Securities and to enhance administrative efficiency.  
In view of the substantial amount of Proposed Amendments, the Board had proposed that the existing Constitution be altered or amended by the Company in its entirety and replaced by a new Constitution which incorporates all the Proposed Amendments (New Constitution) as set out in the Part C of the Statement/Circular to Shareholders dated 31 July 2018.  
The shareholders' approval is sought for the Company to alter or amend the existing Constitution in its entirety and replaced with the New Constitution in accordance with Section 36 (1) of the Companies Act, 2016.  
The proposed New Constitution of the Company, which is circulated together with the Notice of 18th AGM dated 31 July 2018, shall take effect once the proposed Resolution 10 has been passed by a majority of not less than seventy-five per cent (75%) of such members who are entitled to vote and do vote in person or by proxy at the 18th AGM of the Company.