

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company shall be held at Greens II, Tropicana Golf & Country Resorts, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 6 December 2018 at 9.00 a.m. for the following purposes:

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon. **(Please refer Note 1)**
2. To approve the payment of Directors' fees amounting to RM106,800.00 for the financial year ended 30 June 2018. **Resolution 1**
3. To approve an amount of up to RM30,000.00 as benefits payable to the Non-Executive Directors from 7 December 2018 until the next Annual General Meeting of the Company to be held in 2019. **Resolution 2**
4. To re-elect the following Directors who shall retire pursuant to Article 129 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - (a) Mr. Koay Kah Ee **Resolution 3**
  - (b) Mr. Lew Jin Aun **Resolution 4**
5. To re-elect Datuk Phang Ah Tong who shall retire pursuant to Article 134 of the Company's Articles of Association and being eligible, has offered himself for re-election. **Resolution 5**
6. To re-appoint Messrs. Crowe Malaysia as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**
7. As Special Business:  
To consider and, if thought fit, with or without any modification, to pass the following resolutions as ordinary resolutions:
  - (a) **ORDINARY RESOLUTION NO. 1**  
**-AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 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 Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**
  - (b) **ORDINARY RESOLUTION NO. 2**  
**-RETENTION OF DATO' PHILIP CHAN HON KEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to retain Dato' Philip Chan Hon Keong as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 8**
  - (c) **ORDINARY RESOLUTION NO. 3**  
**-RETENTION OF MR. KOAY KAH EE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to retain Mr. Koay Kah Ee as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 9**
  - (d) **ORDINARY RESOLUTION NO. 4**  
**-RETENTION OF MR. LEW JIN AUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to retain Mr. Lew Jin Aun as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 10**
8. To transact any other ordinary business for which due notice has been given.

By Order of the Board  
CHUA SIEW CHUAN (MAICSA 0777689)  
CHIN MUN YEE (MAICSA 7019243)  
Company Secretaries  
Kuala Lumpur  
9 October 2018

**Explanatory Notes:**

- 1) **Approval for the payment of benefits payable to the Non-Executive Directors**  
The Directors' benefits comprise the meeting allowances payable to the Non-Executive Directors.
- 2) **Authority to Issue Shares pursuant to the Companies Act 2016 ("Act")**  
The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).  
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eleventh Annual General Meeting held on 7 December 2017 and which will lapse at the conclusion of the Twelfth Annual General Meeting.
- 3) **Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance ("MCCG")**
  - a) The proposed adoption of the Ordinary Resolution No. 2 is to retain Dato' Philip Chan Hon Keong ("Dato' Philip") as an Independent Non-Executive Director of the Company. Dato' Philip was appointed as an Independent Non-Executive Director of the Company on 18 January 2008, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for ten (10) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.
  - b) The proposed adoption of the Ordinary Resolution No. 3 is to retain Mr. Koay Kah Ee ("Mr. Koay") as an Independent Non-Executive Director of the Company. Mr. Koay was appointed as an Independent Non-Executive Director of the Company on 18 January 2008, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for ten (10) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.
  - c) The proposed adoption of the Ordinary Resolution No. 4 is to retain Mr. Lew Jin Aun ("Mr. Lew") as an Independent Non-Executive Director of the Company. Mr. Lew was appointed as an Independent Non-Executive Director of the Company on 2 January 2009, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for nine (9) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.

**Notes:**

1. The Agenda item no. 1 is meant for discussion only. The provision of Section 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 November 2018 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
4. Where the member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy or the power of attorney under which it is executed or a certified copy thereof shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting.