

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twelfth ("12th") Annual General Meeting ("AGM") of the Company will be held at No. 1, Jalan TP 7/7, Sime UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan on Thursday, 22 November 2018 at 10.00 a.m. for the purpose of transacting the following businesses: -

## AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of a final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2018. **Ordinary Resolution 1**
3. To approve the payment of Directors' Fees and benefits totalling to RM192,000 and Meeting Allowance of RM1,000 per meeting for the financial year ended 30 June 2018. **Ordinary Resolution 2**
4. To approve the payment of Directors' Meeting Allowance of RM1,000 per meeting from 1 July 2018 until next AGM of the Company and that the same be payable after the meeting in arrears. **Ordinary Resolution 3**
5. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - 5.1 Datuk Aznam Bin Mansor (Article 83) **Ordinary Resolution 4**
  - 5.2 Dr. Tou Teck Yong (Article 83) **Ordinary Resolution 5**
  - 5.3 Goh Yoke Chee (Article 90) **Ordinary Resolution 6**
6. To re-appoint Messrs BDO as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**

## AS SPECIAL BUSINESS

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

7. **PROPOSED RENEWAL OF AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) OF THE COMPANIES ACT 2016** **Ordinary Resolution 8**

"THAT pursuant to Section 75 (1) of the Companies Act 2016 ("Act") and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new shares in the Company from time to 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 allotted pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company thereat AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

8. **RETENTION OF DIRECTORS AS INDEPENDENT DIRECTORS OF THE COMPANY**

"THAT the following directors who have served the Company for more than 9 years be retained as Independent Non-Executive Directors and to hold office until the conclusion of the next Annual General Meeting."

- (a) Datuk Aznam Bin Mansor
- (b) Mr Lu Chee Leong
- (c) Dr. Tou Teck Yong

- Ordinary Resolution 9**  
**Ordinary Resolution 10**  
**Ordinary Resolution 11**

## NOTICE OF ANNUAL GENERAL MEETING

### 9. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

### Special Resolution

"THAT the Constitution of the Company be and is hereby amended in the manner as set out in Appendix I on pages 94 to 98 of the Company's Annual Report 2018 to be in line with the Companies Act 2016 and Bursa Malaysia Securities Berhad ACE Market Listing Requirements.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment to the Constitution of the Company."

10. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2018 will be paid on 17 December 2018 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 29 November 2018.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 29 November 2018 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)**  
**LIM SECK WAH (MAICSA NO. 0799845)**

Company Secretaries

Dated: 25 October 2018  
 Selangor Darul Ehsan

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 15 November 2018. Only a depositor whose name appears on the Record of Depositors as at 15 November 2018 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. (i) Where a member of the Company is an authorized nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.

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- (ii) Where a member of the Company is an exempt authorized 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 authorized 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 authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
4. The Instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing the proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of attorney, must be deposited at the Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suites, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
6. **Explanatory notes on Special Business**

### 6.1 Resolution on Renewal of Authority To Allot Shares

The proposed Ordinary Resolution 8 is to seek renewal of the mandate from shareholders. The resolution if duly passed, is primarily to give the flexibility and authority to the Directors of the Company, from the date of the forthcoming 12th AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company thereat, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, the Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion. This authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company pursuant to Section 75(1) of the Companies Act 2016 since obtaining the said authority from its shareholders at the last AGM held on 13 November 2017.

### 6.2 Resolution Pursuant to Retention As Independent Directors

The proposed Ordinary Resolutions 9, 10 and 11 will allow the Directors, Datuk Aznam Bin Mansor, Mr Lu Chee Leong and Dr. Tou Teck Yong who have served for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company as: -

- i) They fulfil the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus they are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- ii) They understand the business nature and office structure;
- iii) They provide the Board valuable advice and insight;
- iv) They actively participate in Board deliberations and decision making in an objective manner; and
- v) They uphold independent decision and challenges the management objectively.

# APPENDIX 1

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

No.	Existing Provision	No.	Proposed Amendment
2. (Interpretation Clause)	In <del>these Articles</del> the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or contexts.	2. (Interpretation Clause)	In <b>this Constitution</b> the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or contexts.  <b>That all these words "Articles" be replaced by "Constitution".</b>
2. (Definition)	<del>these Articles</del> - <del>these Articles of Association</del> of the Company as originally framed or as altered from time to time by special resolution subject to the Act;	2. (Definition)	this Constitution- this Constitution of the Company as originally framed or as altered from time to time by special resolution subject to the Act;
	(new Provision)	2. (Interpretation)	<b>"Electronic Form" means any communication or document or information sent, supplied, conveyed or transmitted via electronic communication, whether via a mobile application or internet platform or an electronic application or electronic platform maintained by the Company or by a third party(ies) or affiliate(s) or associate(s) or otherwise, if it is sent, supplied, conveyed or transmitted initially and received at its destination by the intended recipient, members or securities holders by means of electronic equipment in any form or modes for the processing (which expression includes digital compression) or storage of data received, conveyed or transmitted via email, short messaging service ("SMS"), messaging application(s), any form of digital storage, USB flash drive, memory sticks, memory cards, SD cards or any other portable electronic or digital format or storage device(s) whatsoever (whether available now or in the future), wire, radio, optical, cloud, website means or any other electromagnetic means or equivalent and as permitted under the Listing Requirements or any combination of communications thereof.</b>

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (cont'd)

No.	Existing Provision	No.	Proposed Amendment
46. (Transfer of stock)	The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same <u>Articles</u> as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; but the Director may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.	46. (Transfer of stock)	The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same <b>Constitution</b> as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; but the Director may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
48. (Definition)	Such of the <u>Articles</u> of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively.	48. (Definition)	Such of the <b>Constitution</b> of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively.
	(New provision)	<b>156 (5)</b>	<b>Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing or Document which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the members either:-</b>  <b>(a) in hard copy,</b> <b>(b) in electronic form, or</b> <b>(c) partly in hard copy and partly in electronic form.</b>
	(new Provision)	<b>156 (6)</b>	<b>A notice or Document:-</b>  <b>(a) given in hard copy shall be sent to any member/ securities holder either personally or by post to the address supplied by the member to the Company for such purpose; or</b>  <b>(b) given in electronic form shall be transmitted to the electronic address provided by the member/ securities holder to the Company for such purpose or by publishing on a website.</b>

## APPENDIX 1

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (cont'd)

No.	Existing Provision	No.	Proposed Amendment
	(New provision)	<b>156 (7)</b>	A notice of a meeting of members or Document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.
	(new Provision)	<b>156 (8)</b>	<p>The Company shall notify a member/ securities holder of the publication of the notice or Document on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating:-</p> <p>(a) that it concerns a meeting of members;</p> <p>(b) the place, date and time of the meeting;</p> <p>(c) the general nature of the business of the meeting; and</p> <p>(d) whether the meeting is an annual general meeting.</p> <p>If the Company sends the notice or Document or notifications through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send for a hard copy of the notice or Document to him.</p> <p>Notice of meeting of members may include text of any proposed resolutions and other information as the Directors deem fit.</p>
	(new Provision)	<b>156 (9)</b>	The notice or Document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 156(5) until the conclusion of the meeting.
	(new Provision)	<b>156 (10)</b>	The contact details of the member/ securities holder as provided to the Depository shall be deemed as the last known address provided by the member to the Company for purposes of communication with the member.
		<b>156 (11)</b>	Where any member/ securities holder requests for a hard copy of the Document, the Company shall forward a hard copy of these Documents to the member/ securities holder as soon as reasonably practicable after the receipt of the request, free of charge.

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (cont'd)

No.	Existing Provision	No.	Proposed Amendment
		<b>156 (12)</b>	<b>Where it relates to Documents required to be completed by members/ securities holders for a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.</b>
160.	On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days before the meeting at which the commission or fee is to be considered.		<b>Deleted</b>
163. (Alteration)	Subject to the Act and the Listing Requirements, the Company may by special resolution add to, amend or delete any of <u>these Articles</u> .	163. (Alteration)	Subject to the Act and the Listing Requirements, the Company may by special resolution add to, amend or delete any of <b>this Constitution</b> .
164. (Compliance with Statutes, Regulations And Rules)	The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extend required by law, notwithstanding any provisions in <u>these Articles</u> to the contrary.	164. (Compliance with Statutes, Regulations And Rules)	The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extend required by law, notwithstanding any provisions in <b>this Constitution</b> to the contrary.

## APPENDIX 1

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (cont'd)

No.	Existing Provision	No.	Proposed Amendment
165. (Effect of the Listing Requirements)	<p>(1) Notwithstanding anything contained in <u>these Articles</u>, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(2) Nothing contained in <u>these Articles</u> prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require <u>these Articles</u> to contain a provision and they do not contain such a provision, <u>these Articles</u> are deemed to contain that provision.</p> <p>(5) If the Listing Requirements require <u>these Articles</u> not to contain a provision and they contain such a provision, <u>these Articles</u> are deemed not to contain that provision.</p> <p>(6) If any provision of <u>these Articles</u> is or becomes inconsistent with the Listing Requirements, <u>these Articles</u> are deemed not to contain that provision to the extent of the inconsistency.</p> <p>(7) For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments to the Listing Requirements that may be made from time to time.</p>	165. (Effect of the Listing Requirements)	<p>(1) Notwithstanding anything contained in <b>this Constitution</b>, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(2) Nothing contained in <b>this Constitution</b> prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require <b>this Constitution</b> to contain a provision and they do not contain such a provision, <b>this Constitution</b> is deemed to contain that provision.</p> <p>(5) If the Listing Requirements require <b>this Constitution</b> not to contain a provision and they contain such a provision, <b>this Constitution</b> is deemed not to contain that provision.</p> <p>(6) If any provision of <b>this Constitution</b> is or becomes inconsistent with the Listing Requirements, <b>this Constitution</b> is deemed not to contain that provision to the extent of the inconsistency.</p> <p>(7) For the purpose of <b>this Constitution</b>, unless the context otherwise requires, "Listing Requirements" means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments to the Listing Requirements that may be made from time to time.</p>