

NOTICE IS HEREBY GIVEN THAT the Twenty-Second (22nd) Annual General Meeting of the Company will be held at **Topas Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia** on **Wednesday, 28 November 2018** at **10.00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees amounting to RM417,600 for the financial year ended 30 June 2018.
- To approve the payment of Directors' fees up to an aggregate amount of RM477,600 for the financial year ending 30 June 2019 to be paid monthly in arrears.
- To approve the payment of Directors' benefits amounting to RM80,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company.
- To re-elect the following Directors who are retiring pursuant to Article 109 of the Company's Articles of Association:-
 - Madam Gan Siew Yong
 - Mr. Aaron Sim Kwee Lein
- To re-elect Madam Lau Swee Chin who is retiring pursuant to Article 114 of the Company's Articles of Association.
- To re-appoint Crowe Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:-

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of Part A of the Circular to Shareholders dated 30 October 2018, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND 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 or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

9. Proposed Renewal of Share Buy-Back Authority

"THAT subject always to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount 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 and expedient in the interest of the Company ("Share Buy-Back Mandate") provided that:-

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon passing of this resolution and will continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines."

10. Authority to Issue and Allot Shares

"THAT subject always to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/ regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Act to issue and allot shares in the Company from time to time and upon such terms and conditions, to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities pursuant to this resolution."

11. Authority to Continue in Office as Independent Directors

- "THAT authority be and is hereby given to Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Director of the Company."
- "THAT authority be and is hereby given to Mr. Aaron Sim Kwee Lein who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Director of the Company."

12. Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")

"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Part C of the Circular to Shareholders dated 30 October 2018 be and is hereby adopted as the new Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption of New Constitution."

- To transact any other business of which due notice shall have been given in accordance with the Memorandum and Articles of Association of the Company and the Companies Act 2016.

By Order of the Board,

LIM HOOI MOOI (MAICSA 0799764)
WONG WAI FOONG (MAICSA 7001358)
 Company Secretaries

Kuala Lumpur
 30 October 2018

Please refer to the Explanatory Note 1 Ordinary Resolution 1 Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4 Ordinary Resolution 5 Ordinary Resolution 6 Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 12

Special Resolution

NOTES:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 November 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- A member entitled to attend, speak and vote at the meeting may appoint not more than two (2) proxies to attend, speak and vote for him. A proxy need not be a member of the Company. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies 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 is an exempt authorised nominee which holds ordinary shares for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or the hand of its attorney duly authorised.
- The instrument appointing a proxy shall be deposited at the Share Registrar's office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof and in default, the instrument appointing a proxy shall not be treated as valid.

EXPLANATORY NOTES:-

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2018
 This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in the Company's Circular to Shareholders dated 30 October 2018, which was circulated together with the Company's 2018 Annual Report.

3. Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 9, if passed, will empower the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

Further information relating to this proposed resolution is set out in Part B of the Statement to Shareholders dated 30 October 2018, which is circulated together with the Company's 2018 Annual Report.

4. Ordinary Resolution 10 - Authority to Issue and Allot Shares

The proposed Ordinary Resolution 10, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding ten percent (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 29 November 2017 and will provide flexibility to the Company for any possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares.

The Company had not issued any new shares pursuant to Section 75 of the Companies Act 2016 under the general mandate which was approved at the last Annual General Meeting.

5. Ordinary Resolutions 11 and 12 - Authority to Continue in Office as Independent Directors

The proposed Resolutions 11 and 12 are to seek shareholders' approval on the retention of Datuk Dr Hj. Noordin Bin Hj. Ab. Razak and Mr. Aaron Sim Kwee Lein who had served as Independent Directors of the Company for a cumulative term of more than twelve (12) years to continue serving as Independent Directors of the Company as recommended under the Malaysian Code on Corporate Governance.

The Board through the Nomination Committee has conducted assessments on Datuk Dr Hj. Noordin Bin Hj. Ab. Razak and Mr. Aaron Sim Kwee Lein respectively and had recommended them to continue to act as the Independent Directors of the Company based on the following justifications:-

- They had fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and hence they would be able to bring the element of objectivity, independent judgement and balance to the Board;
- They are knowledgeable and have applied their vast experience and due care during their tenure as Independent Directors of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders;
- They have been with the Company for more than twelve (12) years and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations and discussions at the Board and Board Committee meetings; and
- They exhibited high commitment and devoted sufficient time and efforts to attend all Company's meetings.

Pursuant to the Malaysian Code on Corporate Governance, the Company will adopt two-tier voting process in seeking annual shareholders' approval to retain the Independent Directors beyond twelve (12) years. Based on the above justification, the Board recommends that you support the resolution for the Independent Directors to continue their office.

6. Special Resolution - Proposed Adoption of New Constitution

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing laws, guidelines, or requirements of the relevant authorities, to render greater clarity and consistency as well as to enhance administrative efficiency.

Further details relating to this proposed resolution are set out in Part C of the Company's Circular to Shareholders dated 30 October 2018 which was circulated together with the Company's 2018 Annual Report.