

## NOTICE OF ANNUAL GENERAL MEETING

*Notice is Hereby Given that* the Seventeenth Annual General Meeting of the Company will be held at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 28 November 2018 at 10.30 a.m. to transact 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 directors' fees and benefits of up to RM300,000 to the non-executive directors for their services from 29 November 2018 until the next annual general meeting of the Company. **Ordinary Resolution 1**
3. To re-elect Chu Chee Peng who retiring in accordance to Article 103(1) of the Company's Constitution. **Ordinary Resolution 2**
4. To appoint Auditors and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
5. As Special Business to consider and if thought fit, to pass the following resolution, with or without modifications:

**ORDINARY RESOLUTION - AUTHORITY TO ALLOT SHARES**

"THAT pursuant to Section 75 of the Companies Act 2016 and subject to the approvals of the relevant authorities, the Directors be empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**Ordinary Resolution 4**

6. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**LAW MEE POO**  
Secretaries

Petaling Jaya  
31 October 2018

**Notes:-**

- i. Only depositors whose names appear in the Record of Depositors as at 21 November 2018 shall be regarded as members and are entitled to attend, speak and vote at the Meeting.*
- ii. Each member entitled to attend and vote in person may appoint up to two (2) proxies or attorneys or authorised representatives to attend and vote in its stead.*
- iii. A proxy may but need not be a Member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 such Securities Account.*
- v. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share 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 each omnibus account it holds.*
- vi. The instrument appointing a proxy or 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 office of the Company's Share Registrar 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.*

**Explanatory Note on Special Business****• ORDINARY RESOLUTION 1**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fees and benefits of the non-executive directors of the Company are as follows:

- Monthly Directors' fees; and
- Meeting and telephone allowance.

Details of the fees and benefits paid to the non-executive directors for the financial year ended 30 June 2018 are disclosed on page 24 of the Corporate Governance Overview Statement in the 2018 Annual Report.

**• ORDINARY RESOLUTION 4**

The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company to allot and issue 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. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting 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, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

As at the date of this Notice, 243,998,000 new ordinary shares at an issue price of RM0.0271 per share were issued via private placement on 19 April 2018 pursuant to the authority granted to the Directors at the Sixteenth Annual General Meeting held on 29 November 2017. The said shares were then listed on the ACE Market of Bursa Malaysia Securities Berhad on 20 April 2018. The proceeds raised from the private placement and the status of utilisation are detailed on page 30 of the 2018 Annual Report.

The aforesaid authority will lapse at the conclusion of the Seventeenth Annual General Meeting.