

NOTICE OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at Tawau Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on 28 November 2018 at 2.30 p.m. to transact for the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial period ended 30 June 2018 together with the Reports of Directors and Auditors thereon. *(Please refer to Note 1)*
2. To approve the payment of Directors' fees for the financial period ended 30 June 2018. *Ordinary Resolution 1*
3. To re-elect the following Directors who retire in accordance with the Company's Constitution:
(a) Mr. Pan Dong *Ordinary Resolution 2*
(b) Mr. Low Yan Seong *Ordinary Resolution 3*
4. To appoint Crowe Horwath as Auditors of the Company under the new practice name of Crowe Malaysia for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*
5. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE CHAIRMAN

Ordinary Resolution 5

"THAT Datuk Dr. Ng Bee Ken who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as Independent Non-Executive Chairman of the Company".

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

Ordinary Resolution 6

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

6. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
Secretaries

Petaling Jaya

31 October 2018

NOTES TO THE NOTICE OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING:

1. The shareholders' approval on the Audited Financial Statements is not required pursuant to the provision of Section 340(1) of the Companies Act 2016 and hence, the matter will not be put for voting.
2. Only depositors whose names appear in the Record of Depositors as at 19 November 2018 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.
4. A member may appoint up to two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, he / she shall specify the proportions of his / her holdings to be represented by each proxy.
5. 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 but 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.
6. 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.
7. 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 its Common Seal or under the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the Company's registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
9. Explanatory Notes:

Ordinary Resolutions 1 Payment of Directors' Fees

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that notwithstanding a mandated amount of RM200,000 per annum had been granted at the Twenty-Seventh Annual General Meeting ("AGM") and there was no adjustment in the Directors' fees, the Board would seek members' approval on fees and benefits payable to Directors on annual basis.

Details of the Directors' fees and benefits payable to the Non-Executive Directors for the financial period ended 30 June 2018 (18 months) are disclosed in the Corporate Governance Overview Statement as contained in Annual Report 2018.

For Directors' benefits for the financial period ended 30 June 2018, as approval had been granted by the members at the Thirty-Third AGM held on 8 June 2017, thus no approval is to be sought for payment of Directors' benefits at the Thirty-Fourth AGM.

For both Directors' fees and benefits for the financial year ending 30 June 2019, approval from members will only be sought at the AGM to be held in 2019.

Ordinary Resolution 5 Proposed Retention of Independent Non-Executive Chairman

The proposed Ordinary Resolution 5 is proposed pursuant to recommendation of the Malaysian Code of Corporate Governance and if passed, will allow Datuk Dr. Ng Bee Ken to be retained and continue to act as Independent Non-Executive Chairman of the Company.

The full details of the Board's justifications for the retention of Datuk Dr. Ng Bee Ken as Independent Non-Executive Chairman is set out in the Corporate Governance Overview Statement as contained in Annual Report 2018.

Datuk Dr. Ng Bee Ken was appointed on Board of the Company on 27 January 2006. As at the date of printing of this Annual Report, he had served on the Board for a period of 12 years.

Ordinary Resolution 6 Authority to Allot Shares Pursuant to Section 75 of the Companies Act 2016

The Proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to 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 general meeting, expire at the next AGM of the Company.

As at the date of printing of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Thirty-Third AGM held on 8 June 2017 and which will lapse at the conclusion of the Thirty-Fourth AGM.

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, acquisitions, repayment of bank borrowings, etc.