

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fourth Annual General Meeting of the Company will be held at Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Thursday, 22 November 2018 at 3.30 p.m. to transact the following:

AGENDA

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| 1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2018 together with the Auditors' Report thereon. | <i>[Please refer to Note A]</i> |
| 2. To approve the payment of Directors' Fees amounting to RM858,000.00 and benefits of RM7,800.00 in respect of the year ended 30 June 2018. | Resolution 1 |
| 3. To approve the payment of Directors' Fees of up to an amount of RM900,000.00 and benefits of up to an amount of RM10,000.00 in respect of the year ending 30 June 2019. | Resolution 2 |
| 4. To re-elect the following Directors, who shall retire by rotation in accordance with Article 81 of the Company's Constitution and being eligible, offer themselves for re-election: | |
| i. Datuk Wira Boo Kuang Loon | Resolution 3 |
| ii. Dato' Indera Syed Norulzaman Bin Syed Kamarulzaman | Resolution 4 |
| iii. Mr. Anthony Ang Meng Huat | Resolution 5 |
| 5. To re-elect the following Directors who shall retire by rotation in accordance with Article 86 of the Company's Constitution and being eligible, offer themselves for re-election:- | |
| i. Ms. Tang Po Yi | Resolution 6 |
| ii. Ms. Wong Sze Wing | Resolution 7 |
| 6. To re-appoint Messrs Ecovis AHL PLT as Auditors of the Company for the financial year ending 30 June 2019 and to authorise the Board of Directors to fix their remuneration. | Resolution 8 |

As Special Business

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| 7. Ordinary Resolution
Authority pursuant to Sections 75 and 76 of the Companies Act, 2016 for the Issuance of New Ordinary Shares by the Directors | Resolution 9 |
| <p>"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the Issued Share Capital of the Company for the time being, subject always to the approval of all the relevant authorities being obtained for such allotment and issue".</p> | |
| 8. To consider and if thought fit, to pass the following Special Resolution: | Resolution 10 |
| <p>Proposed Alteration or Amendment of the Constitution of the Company
 "THAT the Proposed Alteration or Amendment to the existing Memorandum and Articles of Association (Constitution) of the Company by the replacement thereof with a new Constitution of the Company as contained in the Appendix I of the Annual Report for the financial year ended 30 June 2018 (the "Proposed Amendments") be hereby approved and adopted."
 AND THAT the Board of Directors be and is hereby authorised to take all such steps they deem necessary to effect and complete the said Proposed Amendments.</p> | |
| 9. To transact any other business for which due notice has been given. | |

By Order of the Board

WONG YOUN KIM (f) (MAICSA 7018778)

LEE CHIN WEN (f) (MAICSA 7061168)

Company Secretaries

Selangor Darul Ehsan

31 October 2018

Notes:

1. Depositors whose names appear in the Record of Depositors as at 14 November 2018 shall be regarded as members of the Company entitled to attend, speak and vote at the Annual General Meeting.
2. A member of the Company entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend and vote at the Meeting. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the exempt authorised nominee specifies the number of shares to be represented by each proxy.
5. The Proxy Form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The Proxy Form must be deposited at the Registered Office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan not less than Forty Eight (48) hours before the time for holding the Meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes:

Note A - Audited Financial Statement for the financial year ended 30 June 2018

The Agenda No. 1 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 and hence this agenda item is not put forward for voting.

Resolution 9

Ordinary Resolution – Authority pursuant to Sections 75 and 76 of the Companies Act, 2016 for the Issuance of New Ordinary Shares by the Directors

The proposed Ordinary Resolution 9, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, authority to issue not more than 10% of the issued share capital of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The Company did not issue any shares pursuant to the mandate granted last year. Nevertheless, a renewal of the mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such issue of shares.

Resolution 10

Special Resolution – Proposed Alteration or Amendment of the Constitution of the Company

The Proposed Resolution 10 is to amend the Company's Memorandum and Articles of Association (Constitution) to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I on pages 146 to 155 of the Annual Report, which is circulated together with the Notice of 24th Annual General Meeting.