

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of the Company will be held at Tioman Room, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 3 December 2018 at 10.00 a.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 and the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fees and benefits to the Non-Executive Directors of RM26,533.30 for their services from 1 July 2017 until 3 December 2018 in excess of the current approved limit. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees and benefits to the Non-Executive Directors up to an amount of RM350,000.00 for their services from 4 December 2018 until the next annual general meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire by rotation in accordance with the Company's Constitution:-
 - (i) Dato' Lim Thiam Huat (Article 84) **Ordinary Resolution 3**
 - (ii) Thiang Chew Lan (Article 84) **Ordinary Resolution 4**
 - (iii) Koo Thiam Yoong (Article 84) **Ordinary Resolution 5**
 - (iv) Nor'Azamin Bin Salleh (Article 91) **Ordinary Resolution 6**
 - (v) Dr. Hidayah Binti Ariffin (Article 91) **Ordinary Resolution 7**
5. To appoint Messrs Russell Bedford LC & Company as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**
6. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
 - (A) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT Madam Chew Yuit Yoo who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Senior Independent Non-Executive Director of the Company." **Ordinary Resolution 9**
 - (B) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT subject to the passing of Ordinary Resolution 4, Ms Thiang Chew Lan who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company." **Ordinary Resolution 10**
 - (C) AUTHORITY TO ALLOT SHARES**
"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 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." **Ordinary Resolution 11**
 - (D) PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS TO NOR'AZAMIN BIN SALLEH** **Ordinary Resolution 12**
"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees' share option scheme ("ESOS"), to offer and/or grant to Nor'Azamin Bin Salleh, the Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("NGGB Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company; and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS."
 - (E) PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS TO DR. HIDAYAH BINTI ARIFFIN** **Ordinary Resolution 13**
"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees' share option scheme ("ESOS"), to offer and/or grant to Dr. Hidayah Binti Ariffin, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("NGGB Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company; and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS."
7. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

KANG SHEW MENG

SEOW FEI SAN

Secretaries

Petaling Jaya

31 October 2018

Notes:

1. Proxy

- 1.1 Only depositors whose names appear in the Record of Depositors as at 26 November 2018 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- 1.2 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a member may appoint any persons to be his proxy.
- 1.3 A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- 1.4 Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 1.5 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 known as an 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.
- 1.6 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.
- 1.7 The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.

2. Audited Financial Statements for the Financial Year Ended 30 June 2018

The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

3. Ordinary Resolutions 1 & 2: Directors' fees and benefits payable to the Non-Executive Directors

Pursuant to Section 230(1) of the Act, 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 agreed that the shareholders' approval shall be sought at the 13th Annual General Meeting ("AGM") on the Directors' fees and benefits.

The shareholders, at the 12th AGM held on 28 November 2017 approved the payment of Directors' fees and benefits of up to RM380,000.00 from 1 July 2017 until the Company's next AGM ("2017 Approved Limit"). Due to the increase in Board size, the total amount of Directors' fees and benefits from 1 July 2017 until the date of this AGM is amounting to RM406,533.30 of which RM26,533.30 is in excess of the 2017 Approved Limit ("Excess Amount"). Accordingly, specific shareholder approval will be sought at the 13th AGM for the payment of the Excess Amount (Note: Ordinary Resolution 1).

The Directors' fees and benefits payable to the Non-Executive Directors from 4 December 2018 until the conclusion of the next AGM is estimated not to exceed RM350,000. The Directors' benefits payable to the Non-Executive Directors are essentially the meeting allowance for attendance of Board/Board Committee meetings. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' fees and benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

4. Ordinary Resolutions 9 and 10: Proposed Retention of Independent Non-Executive Director

The proposed Ordinary Resolutions 9 and 10 are proposed pursuant to recommendation of the Malaysian Code of Corporate Governance and if passed, will allow Madam Chew Yuit Yoo and Ms Thiang Chew Lan to be retained and continue to act as Independent Non-Executive Director of the Company.

The full details of the Board's justifications for the retention of Madam Chew Yuit Yoo and Ms Thiang Chew Lan as Independent Non-Executive Director is set out in the Nominating Committee's Statement as contained in 2018 Annual Report.

5. Ordinary Resolution 11: Authority to Allot Shares

The proposed Ordinary Resolution 11, 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 Annual Report, no new shares in the Company were issued pursuant to the authority granted to the Directors at the 12th AGM held on 28 November 2017 and which will lapse at the conclusion of the 13th 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, repayment of bank borrowing and/or acquisitions.

6. Ordinary Resolution 12 & 13: Proposed Allocation of Employees' Share Option Scheme Options

The proposed Ordinary Resolutions No. 12 and 13, if passed, will empower the Directors of the Company to offer and grant to Nor'Azamin Bin Salleh and Dr. Hidayah Binti Ariffin, who were appointed as Directors of the Company after the implementation of the employee' share option scheme ("ESOS") the right to subscribe for such number of new ordinary shares in the Company pursuant to the ESOS in the manner provided in the By-Laws of ESOS. The resolutions 12 and 13 were structured in a similar manner based on the previous resolutions passed by the shareholders relating to granting of ESOS options to others members of the Board.