

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty First Annual General Meeting (“AGM”) of the Company will be held at Kuang Room, G Level, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, on Friday, 30 November 2018 at 2.00 p.m. to transact the following business: -

As Ordinary Business:

1. To receive and adopt the Financial Statements for the year ended 30 June 2018 and the Reports of Directors and Auditors thereon.
2. To re-elect the following directors who retire pursuant to Article 125 of the Company’s Articles of Association (Company’s Constitution): -

a) Mr Sin Kheng Lee	Ordinary Resolution 1
b) Mr Sin Ching San	Ordinary Resolution 2
c) Ms Chou Lee Sin	Ordinary Resolution 3
d) Ms Sin Siew Huey	Ordinary Resolution 4
e) Dato’ Moehammad Izat bin Achmad Habechi Emir	Ordinary Resolution 5
f) Mr You Tong Lioung @ Yew Tong Leong	Ordinary Resolution 6
g) Ms Lai Lan Man @ Lai Shuk Mee	Ordinary Resolution 7
h) Encik Mohd Arif Bin Mastol	Ordinary Resolution 8
3. To re-elect Ms Sin Tze Yi who is retiring pursuant to Article 130 of the Company’s Articles of Association (Company’s Constitution) and being eligible, offers herself for re-election. Ordinary Resolution 9
4. To approve Directors’ Fees of RM190,000 for the year ended 30 June 2018. Ordinary Resolution 10
5. To re-appoint Messrs KPMG PLT as auditors of the Company to hold office until the conclusion of the next AGM and to authorise the directors to fix their remuneration. Ordinary Resolution 11

As Special Business

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

6. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”) Ordinary Resolution 12

“That pursuant to Sections 75 and 76 of the Act and subject to the approval of the relevant authorities, the directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) and that such authority shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.”



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7. Retention of Independent Directors

“That the following Directors be retained as Independent Directors of the Company, in accordance with the Malaysian Code on Corporate Governance 2017 until the conclusion of the next AGM: -

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|------|-------------------------------------|------------------------|
| i) | Mr You Tong Lioung @ Yew Tong Leong | Ordinary Resolution 13 |
| ii) | Ms Lai Lan Man @ Lai Shuk Mee | Ordinary Resolution 14 |
| iii) | Encik Mohd Arif Bin Mastol” | Ordinary Resolution 15 |

8. To transact any other business of which due notice shall have been given.

By Order of the Board

Chin Lee Phing (MAICSA 7057836)
Company Secretary
Penang, 31 October 2018

Notes:

Appointment of Proxy: -

1. A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), 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 the said securities account.
3. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account its holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy 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 the corporation’s seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the proxy form must be deposited at the Company’s Registered Office at 2nd Floor, Wisma Penang Garden, 42 Jalan Sultan Ahmad Shah, 10050 Penang, at least forty eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 75(3)(2) of the Company’s Articles of Association (“Company’s Constitution”) and Paragraph 7.16(2) of the Main Market Listing Requirements (“MMLR”) of Bursa Securities, a Record of Depositors (“ROD”) as at **23 November 2018** and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

NOTICE OF ANNUAL GENERAL MEETING**Explanatory Notes on Ordinary Business: -**

1. Agenda 1 is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business: -

1. The proposed Ordinary Resolution 12 is for the purpose of granting a renewed general mandate (“General Mandate”) and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 4 December 2017 and which will lapse at the conclusion of the Twenty First AGM.

The General Mandate 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 and/or acquisitions.

2. The proposed Ordinary Resolutions 13, 14 and 15, if passed, will retain Mr You Tong Lioung @ Yew Tong Leong, Ms Lai Lan Man @ Lai Shuk Mee and Encik Mohd Arif Bin Mastol as Independent Directors of the Company to fulfill the requirements of paragraph 3.04 of Bursa Securities’ MMLR and in line with the recommendation no. 3.3 of the Malaysian Code of Corporate Governance 2017.

The details of the Board’s justification and recommendation for the retention of the Independent Directors are set out in the Statement on Corporate Governance in the 2018 annual report.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

No individual is standing for election as a Director at the forthcoming Twenty First AGM of the Company.