



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth (40th) Annual General Meeting of the Company will be held at Inspire I & II, Food Tree Café (under Only World Group), No. 10, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, Shah Alam, Selangor Darul Ehsan on Tuesday, 27 November 2018 at 9.00 a.m. to transact the following businesses:-

- To receive the audited financial statements for the year ended 31 July 2018 together with the Directors' and Auditors' Reports thereon.
Please refer to Note A.
- To re-elect the following Directors who are retiring pursuant to the Company's Articles of Association:
 - Dato' Seri Abdul Azim Bin Mohd Zabidi (Article 97) **Ordinary Resolution 1**
 - Dato' Sri Ti Lian Ker (Article 97) **Ordinary Resolution 2**
 - Tan Lay Chee (Article 103) **Ordinary Resolution 3**
- To approve the payment of Directors' fees and other benefits payable of up to RM300,000 to the Directors of the Company for the financial year ending 31 July 2019. **Ordinary Resolution 4**
- To re-appoint Messrs. Afrizan Tarmilil Khairul Azhar as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

SPECIAL BUSINESSES :

To consider and, if thought fit, to pass the following Resolution:

- Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 6**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Ordinary Resolution 7**

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 30 October 2018 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

- disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:-

- the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
- any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the lower;

and amongst other, based on the following information:

- the type of the Recurrent Related Party Transactions made; and
- the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with Anzo Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- Proposed Adoption of the New Constitution of the Company. **Special resolution 1**

"THAT approval be and is hereby given for the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 October 2018 accompanying the Company's Annual Report 2018 for the financial year ended 31 July 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorized to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing".

- To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

Tan Tong Lang (MAICSA 7045482)

Company Secretary

Kuala Lumpur

2 November 2018

Notes

A. This Agenda item is meant for discussion only as Section 340(1) of the Companies Act, 2016 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one proxy to attend the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its Common Seal or signed by attorney so authorized.
- The Form of Proxy must be deposited at the Company's Share Registrar Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Fortieth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 November 2018. Only members whose name appears on the Record of Depositors as at 21 November 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 6: Authority to Directors to Allot and Issue Shares

The Ordinary Resolution 6, if duly passed, is a renewal of general mandate given to the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

As at the dated of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Thirty Ninth (39th) Annual General Meeting held on 29 August 2017 and which will lapse at the conclusion of the Fortieth (40th) Annual General Meeting.

Ordinary Resolution 7: Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

Special Resolution 1: Proposed adoption of new Constitution

The proposed Special Resolution 1, if passed, will ensure the Company's Constitution be consistent with the new Companies Act, 2016. The proposed new Constitution is set out in the Circular to Shareholders dated 30 October 2018.