

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of the Company will be held at Springs 1, Nilai Springs Resort, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus on Monday, 17 December 2018 at 2:00 p.m. for the following purposes: -

AGENDA

1. To receive the Audited Financial Statements for the financial period ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Note No. 7)*
2. To approve the payment of Directors' fees amounting to RM164,000.00 for the financial period from 1 January 2017 to 30 June 2018. *(Resolution 1)*
3. To approve the payment of Directors' fees on a monthly basis from 1 July 2018 until the Ninth Annual General Meeting as follows:
 - (a) Independent Non-Executive Chairman – RM3,000.00 per month
 - (b) Independent Non-Executive Director cum Audit Committee Chairman - RM3,000.00 per month
 - (c) Executive Director cum Managing Director - RM3,000.00 per month
 - (d) Each of the other Independent Non-Executive Directors/ Executive Directors – RM2,500.00 per month*(Resolution 2)*
4. To re-elect the following Directors who retire pursuant to Article 96(b) of the Company's Articles of Association: -
 - (a) Mr. Collin Goonting A/L O.S. Goonting *(Resolution 3)*
 - (b) Datu Dr. Michael Dosim AK Lunjew *(Resolution 4)*
5. To re-elect Mr. Kenneth Boo Hui Howe, the Director who retires pursuant to Article 101 of the Company's Articles of Association. *(Resolution 5)*
6. To appoint Messrs. PCCO PLT as Auditors of the Company in place of the retiring Auditors, Messrs. BDO for the ensuing year and to authorise the Directors to fix their remuneration.

Messrs. BDO had on 7 November 2018 indicated that they do not wish to seek for re-appointment at the forthcoming Eighth Annual General Meeting of the company.

Notice of Nomination (a copy of which is annexed and marked as "Appendix I") has been received by the Company for the nomination of Messrs. PCCO PLT, subject to their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. BDO and of the intention to propose the following ordinary resolution:-

"That subject to their consent to act, Messrs. PCCO PLT be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. BDO to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors." *(Resolution 6)*
7. As Special Business:

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as ordinary resolutions: -

 - (a) **ORDINARY RESOLUTION 1**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject to the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." *(Resolution 7)*
 - (b) **ORDINARY RESOLUTION 2**
- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016

"THAT an amount of up to RM135,000.00 as benefits payable to the Directors from 18 December 2018 to the Ninth Annual General Meeting of the Company be and is hereby approved for payment." *(Resolution 8)*
8. To transact any other ordinary business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA No.: 0777689)
Chin Mun Yee (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
16 November 2018

Explanatory Notes to Special Business:

1. Authority to issue shares pursuant to the Companies Act 2016

The proposed adoption of Resolution 7 is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to 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 ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("**AGM**") of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

On 25 September 2017, the Company undertook a private placement exercise for the issuance of 49,000,000 shares at an issue price of RM0.065 per share ("**private placement**") pursuant to the general mandate granted to the Directors of the Company at the Seventh AGM of the Company held on 16 June 2017. The proceeds raised from the private placement exercise was amounted to RM3,185,000.00. As at the date of the Notice, the Company has utilised the proceeds raised from the private placement exercise amounting to RM77,800.00 as the expenses relating to the private placement.
2. Payment of benefits payable to the Directors under Section 230 of the Companies Act 2016

The proposed adoption of Resolution 8 is for the purpose of approving the benefits of up to RM135,000.00 payable to the Directors which comprise meeting allowances. The total estimated amount of the benefits for the relevant period is derived from various factors including the number of scheduled and unscheduled Board's and Board Committees' meetings ("**meetings**") as well as the number of Directors and Board Committees members involved in these meetings. The aforesaid amount also includes the shortfall of RM30,000.00 meeting allowances (i.e. exceeded the threshold approved by the shareholders at the Seventh AGM of the Company) for the period from 31 January 2017 to 17 December 2018 due to additional unscheduled meetings and the AGM was postponed to December 2018 instead of June 2018 following the change of financial year end of the Company from 31 December 2017 to 30 June 2018.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 December 2018 shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy at the Meeting. Where a member appoints two (2) proxies or more, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. 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 a meeting shall have the same rights as the member to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing and in case of an individual, shall be signed by the appointer or by his attorney; and in case of corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf for the corporation.
5. Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
7. The Agenda item No. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.