



NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at Mahkota 4 Hall, Sungai Petani Inn, 427 Jalan Kolam Air, 08000 Sungai Petani, Kedah on Friday, 21 December, 2018 at 9.00 a.m. for the transaction of the following purposes:

AGENDA

- To receive the Audited Financial Statements of the Company for the year ended 31 July 2018 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
- To re-elect the following Directors retiring pursuant to Article 97(1) of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:-
 - (i) Tan Khang Khim
 - (ii) Ustaz Abdul Hamid Bin Sulaiman
- To re-appoint Messrs. Grant Thornton as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

4. DIRECTORS' FEES

"That the payment of Directors' fees of not exceeding RM250,000.00 for the financial year ended 31 July 2019 (1 June 2017 to 31 July 2018: RM251,000.00) be and is hereby approved."

Ordinary Resolution 4

5. DIRECTORS' BENEFIT (EXCLUDING DIRECTORS' FEES)

"That the payment of Directors' benefit (excluding Directors' fees) of not exceeding RM36,000.00 from 22 December 2018 until the next Annual General Meeting of the Company be and is hereby approved."

Ordinary Resolution 5

6. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate of the shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

Ordinary Resolution 6

7. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES

"THAT, subject always to the Companies Act 2016, the provisions of the Company's Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to make purchase(s) of such amount of ordinary shares in the Company through Bursa Securities subject to the following:

- i) The aggregate of the shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company ("Shares");
- ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits of the Company. Based on the audited financial statements of the Company as at 31 July 2018, the Company registered accumulated losses of RM8,415,009 and consolidated retained profits of RM17,074,473;
- iii) The authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authority; and

- iv) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Shares in the following manner:
 - (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as treasury shares; or
 - (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
 - (iv) distribute the treasury shares as share dividends to shareholders; or
 - (v) resell the treasury shares on Bursa Securities; or
 - (vi) transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme; or transfer the treasury shares, or any of the shares as purchase consideration; or
- in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

Ordinary Resolution 7

8. CONTINUATION IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT, Sim Yee Fuan be retained as Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2017 until the conclusion of the next annual general meeting."

Ordinary Resolution 8

9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

"That, subject to the provisions of Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 21 November 2018 ("Circular") provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the Company's minority shareholders. That such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

Ordinary Resolution 9

9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE") (Cont'd)

whichever is the earlier. And that, the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

OOI YOONG YOONG (MAICSA 7020753)
Secretary
Penang
21 November 2018

**Notes:-
Agenda 1 - Note A**

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

Appointment of Proxy

- A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- A member shall be entitled to appoint two (2) or more proxies to attend and vote at the same meeting.
- Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized 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 authorized.
- Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an exempt authorized nominee as defined under 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
- To be valid, the proxy form duly completed must be deposited at the Registered Office, 39 Salween Road 10050 Penang not less than forty-eight hours before the time for holding the meeting or adjourned meeting.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 14 December 2018 shall be entitled to attend this Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Special Business

9. Ordinary Resolution 4 – Proposed payment of Directors' fees of not exceeding RM250,000.00 for the financial year ended 31 July 2019

The proposed Ordinary Resolution 4 is to facilitate the payment of Directors' fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will sought the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.

10. Ordinary Resolution 5 – Proposed payment of Directors' benefit (excluding Directors' fees) of not exceeding RM36,000.00 from 22 December 2018 until the next AGM of the Company.

The Directors' benefit (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 22 December 2018 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

11. Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares

The proposed Ordinary Resolution 6, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

This renewed general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this notice and pursuant to the general mandate granted to the Directors at the 8th Annual General Meeting held on 27 October 2016, the Company had on 10 January 2018 issued and allotted 12,000,000 ordinary shares for cash. The proceeds totalling RM5.4 million arising from the issuance of the said new ordinary shares have been utilised for working capital purposes.

12. Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7, if passed, will give the authority to the Company to purchase its own shares up to 10% of the total number of issued shares of the Company. This authority, unless renewed or revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting after that date is required by the law to be held, whichever occurs first.

Detail information on the Proposed Renewal of Share Buy-Back Authority are set out in pages 142 to 149 of the 2018 Annual Report.

13. Ordinary Resolution 8 – Continuation In Office As An Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance 2017, the Board is making a recommendation and will seek shareholders' approval to retain Sim Yee Fuan, who has served as Independent Non-Executive Director of the Company for a cumulative terms of more than nine (9) years, as Independent Non-Executive Director of the Company.

Sim Yee Fuan has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

The Board is of the view that Sim Yee Fuan has performed his duties diligently and provided independent views in participating in deliberations and decision making of the Board and Board Committees. The length of his service on the Board does not in any way interfere with his duties as an Independent Non-Executive Director of the Company.

The Board believes that with Sim Yee Fuan's expertise and broad experience together with his accumulative knowledge of the Group's business and operation provide the Board with a diverse set of experience and expertise which enhances the skills and experience profile of the Board.

14. Ordinary Resolution 9 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

The proposed Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

This approval shall continue to be in force until the conclusion of the next annual general meeting of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next annual general meeting; or the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier.

Please refer to the Circular to Shareholders dated 21 November 2018 for further information.

15. Voting at Tenth AGM

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Tenth AGM will be put to vote on a poll.