



NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at PLB Engineering Berhad, 3rd Floor, Training Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Wednesday, 30 January 2019 at 2.30 p.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 August 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Notes**
 2. To approve the payment of Directors' benefits of RM8,000 for the financial year ended 31 August 2017. **Ordinary Resolution 1**
 3. To approve the payment of Directors' benefits of RM12,000 for the financial year ended 31 August 2018. **Ordinary Resolution 2**
 4. To approve the payment of Directors' fees and Directors' benefits of RM90,000 for the financial year ending 31 August 2019. **Ordinary Resolution 3**
 5. To re-elect the following Directors retiring by rotation pursuant to Article 81 of the Company's Articles of Association (Constitution):-
 a) Dato' Dr. Ong Seng Soon
 b) Dato' Ong Guat Beng
 c) Mr. Saw Chin Eng **Ordinary Resolution 4**
Ordinary Resolution 5
Ordinary Resolution 6
 6. 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 7**
- As special business:-
 To consider and if thought fit, to pass with or without modifications the following ordinary/special resolutions:-
7. **AUTHORITY TO ALLOT AND ISSUE SHARES**
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for 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." **Ordinary Resolution 8**
 8. **PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
 "THAT, subject always to the provisions of the Companies Act 2016 (the "Act"), the Constitution of the Company, Main Market Listing Requirements of the Bursa Securities or other regulatory authorities, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as specified in Section 2.2, Part A of the Circular to Shareholders of the Company dated 28 December 2018, involving the interests of directors, major shareholders or persons connected with such directors or major shareholders of the Company ("Related Parties") as detailed in Part A, Section 2.2 of the Circular to Shareholders of the Company dated 28 December 2018, provided that such arrangements and/or transactions are:-
 (i) recurrent transactions of a revenue or trading nature;
 (ii) necessary for day-to-day operations; and
 (iii) carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to be detriment of the minority shareholders of the Company.
 (the "Shareholders' Mandate")
 THAT the Shareholders' Mandate shall take effect from this resolution and shall 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 Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 (b) the expiration of the period within which the next annual general meeting after the date it 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
 (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.
 And THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." **Ordinary Resolution 9**
 9. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
 "THAT approval be and is hereby given to Madam Teoh Siew Tin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 10**
 10. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
 "THAT approval be and is hereby given to Mr Saw Chin Eng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 11**
 11. **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**
 THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Part B of the Circular to shareholders dated 28 December 2018 be and is hereby adopted as the new Constitution of the Company.
 AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of new Constitution with full powers to adjust to any conditions, modifications and/or amendments as may be required by any authorities to give effect to the Proposed Adoption of new Constitution of the Company. **Special Resolution 1**
 12. To transact any other business of which due notices shall have been given.

By Order of the Board,

HING POE PYNG (MAICSA 7053526)

Company Secretary

Penang

Date: 28 December 2018

Notes :

1. A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy to attend and vote in his stead. Where a member appoints more than 1 proxy, the appointment 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 exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in 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 its holds.
3. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
4. To be valid, the proxy form duly completed must be deposited at the registered office of the Company, 51-B Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Depositors who appear in the Record of Depositors as at 30 November 2018 shall be regarded as Member of the Company entitled to attend this meeting or appoint proxy to attend and vote on his behalf.
7. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes on Ordinary Business:

1. **Agenda 1 - To receive the Audited Financial Statements for the financial year ended 31 August 2018 together with the Reports of the Directors and Auditors thereon.**
 This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.
2. **Ordinary Resolution 3 - Payment of Directors' fees and Directors' benefits for the financial year ending 31 August 2019**
 The proposed Ordinary Resolution 3 is to facilitate payment of Directors' fees and Directors' benefits calculated based on the number of scheduled Board and Committee meetings for year 2019 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to additional unscheduled Board/Committee meetings or enlarged Board size), approval will be sought at the next Annual General Meeting ("AGM") for additional fees and benefits to meet the shortfall.

Explanatory Notes on Special Business:

1. **Ordinary Resolution 8 - Authority to allot and issue shares**
 The proposed ordinary resolution 8, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM. The proposed renewal of general mandate for issuance of shares will provide flexibility to the

Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition. As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

2. Ordinary Resolution 9 - Proposed Renewal of and New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed ordinary resolution 9 in relation to Proposed of Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature is to seek approval from the shareholders for renewal of the shareholders' mandate granted by the shareholders of the Company at the Twenty-First AGM held on 30 January 2018. The Proposed Shareholders' Mandate will enable the Company and its subsidiaries to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations involving the interest of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries ("Related Parties"), subject to the transactions being in the ordinary course of business 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 minority shareholders of the Company. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next Twenty-Second AGM of the Company.

3. Ordinary Resolutions 10 - Retention of Independent Non-Executive Director, Madam Teoh Siew Tin

The proposed ordinary resolution 10, if passed, will enable the Independent Director who had served more than 9 years to be retained and continued to act as Independent Director of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 August 2018.

4. Ordinary Resolutions 11 - Retention of Independent Non-Executive Director, Mr Saw Chin Eng

The proposed ordinary resolution 11 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 12 years to be retained and continued to act as Independent Directors of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 August 2018.

5. Special Resolution 1- Proposed Adoption of New Constitution of the Company

This Special Resolution 1, if passed, will align the Constitution with the Companies Act, 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity. Please refer to Part B of the Circular to Shareholder dated 28 December 2018 for further information.