

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting ("13th AGM") of the Company will be held at Emerald 3 – Level 3, Grand Paragon Hotel, 18 Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor, Malaysia on Wednesday, 27 February 2019 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect the following Directors who are retiring by rotation in accordance with Article 95 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Dato' Wong King Kheng (Resolution 1)
 - (b) Mr. Lim Ching Tee Peter (Resolution 2)
3. To re-appoint Dr. Rozali Bin Mohamed Ali who is retiring in accordance with Article 107(vii) of the Company's Articles of Association and being eligible, has offered himself for re-appointment. (Resolution 3)
4. To re-appoint Messrs. Ernst & Young as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business

To consider and if thought fit, to pass with or without any modification the following resolutions as Ordinary and Special Resolutions:-

5. **ORDINARY RESOLUTION**
APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE CHAIRMAN (Resolution 5)
"THAT subject to the passing of Resolution 3, Dr. Rozali Bin Mohamed Ali, who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Chairman of the Company in accordance with the Malaysian Code of Corporate Governance."
6. **ORDINARY RESOLUTION**
APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR (Resolution 6)
"THAT Mr. Chan Boon Hui, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as the Senior Independent Non-Executive Director of the Company in accordance with the Malaysian Code of Corporate Governance."
7. **ORDINARY RESOLUTION**
APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR (Resolution 7)
"THAT Mr. Chang Wei Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code of Corporate Governance."
8. **ORDINARY RESOLUTION**
PAYMENT OF DIRECTORS' FEES (Resolution 8)
"THAT the Directors' fees amounting to RM840,000.00 to the Directors of the Company for the financial year ended 30 September 2018, be and is hereby approved for payment."
9. **ORDINARY RESOLUTION**
PAYMENT OF DIRECTORS' BENEFITS (Resolution 9)
"THAT the Directors' benefits of up to RM300,000.00 payable to the Director of the Company for the period from 1 February 2019 until the next Annual General Meeting of the Company, be and is hereby approved for payment."
10. **ORDINARY RESOLUTION**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 (Resolution 10)
"THAT, subject always to the Companies Act 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, 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 pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares 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 Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
11. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (Resolution 11)
"THAT, subject always to the Companies Act 2016 ("the Act"), the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that:-
 - (i) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s);
 - (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company available at the time of the purchase(s); and
 - (iii) the shares of the Company to be purchased may be cancelled, retained as treasury shares, distributed as dividends to the shareholders or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Directors.AND THAT the authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."
12. **SPECIAL RESOLUTION**
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY (Resolution 12)
"THAT approval be and is hereby given to the Company to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I of Part B of the Statement to Shareholders dated 30 January 2019, be and is hereby adopted as the Constitution of the Company;
AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments 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."
13. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

Company Secretary

Kuala Lumpur

Dated: 30 January 2019

Explanatory Notes:-

1. **Item 1 of the Agenda – Audited Financial Statements**
This Agenda item is meant for discussion only, as the provision 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 will not put forward for voting.
2. **Items 5 to 7 of the Agenda – Approval to continue in office as Independent Non-Executive Director**
 - (i) Dr. Rozali Bin Mohamed Ali
The Board had assessed the independence of Dr. Rozali Bin Mohamed Ali and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his leadership quality, and his knowledge and experiences in the industry will continue to contribute positively to the proceedings of the Board and the Board Committees.
 - (ii) Mr. Chan Boon Hui
The Board had assessed the independence of Mr. Chan Boon Hui and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his expertise in corporate and legal matters, and his knowledge and experiences in the industry will continue to contribute positively to the proceedings of the Board and the Board Committees.
 - (iii) Mr. Chang Wei Ming
The Board had assessed the independence of Mr. Chang Wei Ming and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his expertise in financial matters, and his knowledge and experiences in the industry will continue to contribute positively to the proceedings of the Board and the Board Committees.
3. **Item 8 of the Agenda – Payment of Directors' fees**
The proposed resolution, if passed, will authorise the payment of Directors' fees pursuant to Article 105 of the Company's Articles of Association.
4. **Item 9 of the Agenda – Payment of Directors' benefits**
In compliance with Section 230(1) of the Companies Act 2016, the Company is seeking the shareholders' approval for the payment of the Directors' benefits to the Director of the Company.
The benefits comprise of other emoluments payable to the Director of the Company for the period from 1 February 2019 up to the next Annual General Meeting of the Company.
5. **Item 10 of the Agenda – Authority to issue and allot shares pursuant to the Companies Act 2016**
The Company wishes to renew the mandate on the authority to issue and allot shares pursuant to the Companies Act 2016 at the Thirteenth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").
The Company had been granted a general mandate by its shareholders at the Twelfth Annual General Meeting of the Company held on 27 February 2018 (hereinafter referred to as the "Previous Mandate").
As at the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence, no proceeds were raised therefrom.
The proposed resolution, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding the Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company. 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.
6. **Item 11 of the Agenda – Proposed renewal of authority for the Company to purchase its own shares**
The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not be exceeded the retained profits of the Company.
Please refer to the Statement to Shareholders dated 30 January 2019 in relation to the proposed renewal of authority for the Company to purchase its own shares for further information.
7. **Item 12 of the Agenda – Proposed adoption of new Constitution of the Company**
The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016 and the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency. In view of the substantial amount of proposed amendments to be made, the Board proposed that the existing Constitution be amended by the Company in its entirety by the replacement thereof with a new Constitution of the Company which is set out in Appendix I of Part B of the Statement to Shareholders dated 30 January 2019.

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 February 2019 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee 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.
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 Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
6. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the results of the poll.