



NOTICE OF THE 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh (37th) Annual General Meeting of the Company will be held at London Room, No. 1, Jalan Istimewa 2, Taman Perindustrian Desa Cemerlang, 81800 Ulu Tiram, Johor Darul Takzim, Malaysia, on Friday, 29 March 2019 at 8.00 a.m. or at any adjournment thereof for the purpose of considering the following businesses:-

AGENDA

As Ordinary Business

1. To lay the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon.

**Resolution
Number**

**Please Refer to
Explanatory
Note A**

2. To consider and, if thought fit, with or without any modification(s), to pass the following resolutions:-

"THAT the payment of Directors' Fees of RM205,500 for the financial year ended 30 September 2018, be and is hereby approved." (2017: RM218,500)

1

"THAT the sum of RM205,500 being payment for Director's Fees for the financial year ending 30 September 2019 be hereby approved **AND THAT** the Meeting Attendance Fees be payable on a quarterly basis upon the successful completion of the duties and responsibilities of the Directors for the said period during the financial year **AND THAT** the Directors' Fees for the year and the Meeting Attendance Fees for the 4th Quarter be payable after the end of the financial year ending 30 September 2019."

2

3. Re-election of Directors

To re-elect the Director, Dato' Sri Liew Yew Chung, who retires pursuant to Article 99 of the Company's Constitution.

3

To re-elect the Director, Mr. Huang Yan Teo, who retires pursuant to Article 99 of the Company's Constitution.

4

4. To re-appoint Messrs. Nexia SSY as the Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Directors.

5

As Special Business

To consider and, if thought fit, with or without any modification(s), to pass the following resolutions:-

5. Ordinary Resolution - Continuing in Office as Independent Non-Executive Directors

"THAT subject to the passing of the Ordinary Resolution 4, authority be and is hereby given to Mr. Huang Yan Teo 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 serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

6

"THAT authority be and is hereby given to Dato' Paduka Cheong Siew Kai 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 serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

7

"THAT authority be and is hereby given to Mr. Leslie Looi Meng 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 serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

8

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

"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 and allot shares in 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, including provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (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 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."

9

7. Ordinary Resolution - Proposed Renewal authority to buy back its own shares by the Company ("Proposed Share Buy-Back Renewal")

"THAT, subject to the Companies Act, 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors be hereby unconditionally and generally authorised, to the extent permitted by the law, to purchase the Company's shares through Bursa Securities from time to time upon such terms and conditions and for such purposes, as the Directors may deem fit and expedient in the interest of the Company, subject to the followings:-

10

(a) the maximum aggregate number of the Company's shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back Renewal shall not exceed ten percent (10%) of the issued share capital of the Company;

(b) the maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the total amount of the retained earnings of the Company at the time of purchase; and

(c) the authority conferred by this resolution will be effective immediately upon passing of this Resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, following the General Meeting at which this 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
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the Shareholders in General Meeting;

whichever is earlier and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities;

AND THAT the Directors of the Company be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient to implement, finalise, complete and/or give full effect to the purchase of the Company's shares."

8. Ordinary Resolution - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading ("Proposed RRPTs Renewal")

11

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to enter into and give effect to the RRPTs with related parties as set out in Section 3.3 in the Circular to Shareholders dated 28 February 2019 which transactions are necessary for the day-to-day operations in the ordinary course of business of the Company on terms 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.

THAT the Proposed RRPTs Renewal shall only continue to be in force until:-

- a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time such mandate will lapse, unless renewed by a resolution passed at the next AGM, the authority is renewed; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("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 a General Meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby empowered 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 or in the best interest of the Company to give effect to the Proposed RRPTs Renewal."

9. To transact any other business of which due notice shall have been given.

By Order of the Board

HOH LEONG CHING (MAICSA 7006654)

LEE SHOOK MUN @ LEE YUE YEE (MAICSA 7000634)

Secretaries
Kuala Lumpur, Malaysia
Date: 28 February 2019

Notes:

1. A member entitled to attend and vote at this Meeting, is entitled to appoint a proxy to attend and vote in his/her place. A proxy may but need not be a Member of the Company and there shall be no restrictions as to the qualification of the proxy.
2. The Proxy Form must be signed by the Appointer or his Attorney duly authorised in writing, or if the Appointer is a corporation, either under its Common Seal or under the hand of an Officer or Attorney duly authorised and may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting pursuant to Section 333 of the Companies Act 2016 and the person so appointed may attend and vote at the meeting at which the appointer is entitled to vote.
3. Where a Member of the Company is an exempt 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.
4. Only Members registered in the Record of Depositors as at 21 March 2019 shall be eligible to attend and vote at the said Meeting or appoint proxy(ies) to attend and vote on their behalf.
5. The Proxy Form must be completed and deposited at the Company's registered office at 22-2, Jalan 1/64, Off Jalan Kalam Air/Jalan Sultan Azlan Shah, 51200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
6. Pursuant to Paragraph 8.29A(1) 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 poll.

EXPLANATORY NOTES:-

A - Audited Financial Statements for the financial year ended 30 September 2018

This Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 does not require a formal approval for the audited financial statements from the shareholders. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

B - Ordinary Business

1. For Agenda Item 3 Re-election of Retiring Directors

The retiring Directors, Dato' Sri Liew Yew Chung and Mr. Huang Yan Teo are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

C - Special Business

1. For Agenda Item 5 Continuing in Office as Independent Non-Executive Directors

The Resolution 6, 7 and 8 is to seek shareholders' approval through a two tier voting process and, if passed, will enable Mr. Huang Yan Teo, Dato' Paduka Cheong Siew Kai and Mr. Leslie Looi Meng who had served more than 12 years to be retained and continue 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.

2. For Agenda Item 6 Authority to issue shares in General pursuant to Sections 75 and 76 of the Companies Act, 2016

The general mandate is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016.

The proposed Resolution, if passed, will give the Directors, the authority to issue and allot ordinary shares in the Company, for such purposes as the Directors consider would be in the interest of the Company and also to avoid any delay and cost involved in convening a General Meeting to approve such issue of shares. This authority will, unless revoked or varied by the Company in General Meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law, to be held, whichever is earlier.

As at the date of this Notice, there were aggregate of 18,653,000 placement shares were issued pursuant to the general mandate granted to the Directors at the last AGM held on 30 March 2018 and which will lapse at the conclusion of the 37th AGM.

The renewed General Mandate is to provide flexibility to the Company for any possible fund raising exercises, including but not limited to issuance of new shares for the purposes of funding future investment project(s), working capital and/or acquisition(s).

3. For Agenda Item 7 Proposed Renewal authority to buy back its own shares by the Company ("Proposed Share Buy-Back Renewal")

The proposed Resolution is for the purpose of granting a general mandate, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM. Please refer to the Circular to Shareholders dated 28 February 2019 for detailed information.

4. For Agenda Item 8 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading ("Proposed RRPTs Renewal")

The proposed Resolution, if passed, will allow the Company and/or its subsidiary to enter into Recurrent Related Party Transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM. Please refer to the Circular to Shareholders dated 28 February 2019 for detailed information.

STATEMENT ACCOMPANYING NOTICE OF AGM

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking election as a Director at the 37th AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note C Item 2 of the Notice of 37th AGM.