

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at the Klang Room, Mezzanine Floor, GTower Hotel, 199 Jalan Tun Razak, 50400 Kuala Lumpur on Thursday, 25 April 2019 at 10:00 a.m. to transact the following business:

A G E N D A

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon. | [Please refer to Explanatory Note (i)] |
| 2. To approve the payment of Directors' fees of RM143,000.00 for the financial year ended 31 December 2018. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM30,000.00 from 26 April 2019 until the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire by rotation in accordance with Article 94 of the Company's Articles of Association and being eligible, offer themselves for re-election:
(a) Mr. Leong Keng Yuen
(b) Dato' Thanarajasingam Subramaniam | Ordinary Resolution 3
Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Ernst & Young as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

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| 6. AUTHORITY TO ISSUE SHARES
"THAT, subject always to the Companies Act 2016, the Articles of Association/Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to issue shares in the capital of the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided that the aggregate number of shares 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 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." | Ordinary Resolution 6 |
| 7. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")
"THAT, subject always to the Companies Act 2016, the provisions of the Articles of Association/Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and expedient in the interest of the Company, provided that:
(i) the aggregate number of shares purchased does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase(s);
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
(iii) the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends and/or in such manner as may be permitted pursuant to Section 127 of the Companies Act 2016 and the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities;
THAT the authority conferred by this Resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting; AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company." | Ordinary Resolution 7 |
| 8. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix II of the Circular to Shareholders dated 27 March 2019 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption of New Constitution");
AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption of New Constitution." | Special Resolution |
| 9. To transact any other ordinary business of which due notice shall have been given. | |

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
CHIN MUN YEE (MAICSA 7019243)

Company Secretaries
Kuala Lumpur
27 March 2019

NOTES:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 April 2019 ("General Meeting Record of Depositors") shall be eligible to attend, participate, speak and vote at the Meeting.
- A member entitled to attend, participate, speak and vote at the Meeting is entitled to appoint up to a maximum of three (3) proxies to attend and vote in his stead. 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.
- A proxy may but does not need to be a member of the Company and if not a member, he need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its attorney duly authorised.
- Where a member 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.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Explanatory Notes on Ordinary and Special Business
 - Item 1 of the Agenda
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 is not put forward for voting.
 - Ordinary Resolution 2 – Directors' benefits payable
The proposed Directors' benefits payable comprises 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 from the day after the Fifteenth Annual General Meeting 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.
 - Ordinary Resolution 6 – Authority to Issue Shares
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.
The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a 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.
 - Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority
The proposed resolution, if passed, will allow the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the aggregate of the retained profits of the Company. Please refer to the Share Buy-Back Statement dated 27 March 2019 for further information.
 - Special Resolution – Proposed Adoption of New Constitution of the Company
In view of the substantial amount of amendments to the existing Memorandum and Articles of Association, the Board proposed that the existing Memorandum and Articles of Association be amended by the Company in its entirety by the replacement thereof with a new Constitution as set out in Appendix II of the Circular to Shareholders dated 27 March 2019.
The proposed resolution, if passed, will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to Bursa Malaysia Securities Berhad ACE Market Listing Requirements and enhance administrative efficiency.
The Proposed Adoption of New Constitution of the Company shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the Fifteenth Annual General Meeting.
Please refer to the Circular to Shareholders dated 27 March 2019 for further information.