

**NOTICE OF SEVENTEENTH (17TH) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth (17th) Annual General Meeting of the Company will be held at Ballroom III, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 18 June 2019 at 10.00 a.m. for the following purposes:-

**AGENDA**

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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 Auditors thereon.         | <b>Please refer to the Explanatory Note 1</b> |
| 2. To approve the payment of Directors' Fees and allowance of RM167,450.00 for the financial year ended 31 December 2018.   | <b>Resolution 1</b>                           |
| 3. To re-appoint Dato' Abdul Majit bin Ahmad Khan as Director of the Company in accordance with Article 89(g) of the Company's Constitution.                          | <b>Resolution 2</b>                           |
| 4. To re-elect the following Directors who retire in accordance with Article 90 of the Company's Constitution:-<br>i) Dato' Beh Hang Kong; and<br>ii) Mr Chin Sui Yin | <b>Resolution 3</b><br><b>Resolution 4</b>    |
| 5. To re-elect Puan Nadhirah binti Abdul Karim who retires in accordance with Article 95 of the Company's Constitution.   | <b>Resolution 5</b>                           |
| 6. To re-appoint Messrs. UHY as Auditors and to authorise the Directors to fix their remuneration.  | <b>Resolution 6</b>                           |

**As Special Business:**

To consider and, if thought fit, to pass with or without any modifications, the following resolutions:-

**(a) ORDINARY RESOLUTION**

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

"THAT subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or person whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being;

AND THAT the Directors be also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities");

AND THAT such authority shall be continue in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 7**

**(b) ORDINARY RESOLUTION**

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

"That approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company and its subsidiaries ("the Group") to enter into the specified recurrent transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Part A of the Circular to Shareholders dated 25 April 2019 ("the Circular") which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

AND THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or 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), whichever is earlier;

AND THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

- (i) the type of transactions made; and
- (ii) the names of the related parties involved in each type of transactions made and their relationship with the Company and its subsidiaries.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular and/or this resolution."

**Resolution 8**

**(c) SPECIAL RESOLUTION**

**PROPOSED ALTERATION OR AMENDMENT OF THE CONSTITUTION OF THE COMPANY**

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 25 April 2019 with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any 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."

**Special Resolution**

8. To consider any other business of which due notice shall have been given.

By Order of the Board,

**YEO WEE CHING (MAICSA 7063236)**

Company Secretary

Petaling Jaya, Selangor

Date : 25 April 2019

**Notes:**

- (a) A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a member of the Company.
- (b) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (c) Where a member is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with provision of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 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.
- (d) If no name is inserted for the name of proxy in the Proxy Form, the Chairman of the general meeting will act as the proxy.
- (e) The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
- (f) The Proxy Form or other instruments of appointment must be deposited at I-6, Surway PJ@51A, Jalan SS9A/19, Seksyen 51A, 47300 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (g) For the purpose of determining a member who shall be entitled to attend the general meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at Tuesday, 11 June 2019. Only members whose name appears on the Record of Depositors as at 11 June 2019 shall be entitled to attend and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**Explanatory Notes to the Agenda:**

**1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2018**

Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1) 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.

**2. Ordinary Resolution 1 - Payment of Directors' Fees and Allowance to Directors**

The breakdown of the proposed payment of Directors' fees and meeting allowance to Non-Executive Directors amounting to RM167,450.00 for the financial year ended 31 December 2018 is as set out below:

	RM per annum
Directors' Fees	145,200
Meeting Allowance	22,250
<b>Total</b>	<b>167,450</b>

**3. Ordinary Resolution 2 - Re-appointment of Dato' Abdul Majit bin Ahmad Khan**

This Agenda item is to discuss the re-appointment of Dato' Abdul Majit bin Ahmad Khan who is retiring under the resolution passed at the last Annual General Meeting held on 5 June 2018 and pursuant to Article 89(g) of the Constitution of the Company states that the office of a director shall be vacated at the conclusion of the next annual general meeting after he attains the age of seventy (70) years.

**4. Ordinary Resolution 7 - Authority to Directors to Allot and Issue Shares**

The Ordinary Resolution proposed under Resolution 7 above for the renewal of general mandate in relation to the authorisation for issuance of shares by the Directors, if passed, will enable the Directors to issue up to 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisition.

As at the date of this Notice, no new share of the Company was issued pursuant to the mandate granted to the Directors at the Sixteenth Annual General Meeting held on 5 June 2018.

**5. Ordinary Resolution 8 - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Ordinary Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions in its ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This will reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Further information on the Recurrent Related Party Transactions is set out in the Part A of the Circular to Shareholders dated 25 April 2019 which is despatched together with the Annual Report 2018 of the Company.

**6. Special Resolution - Proposed Alteration or Amendment of the Constitution of the Company**

This proposed Special Resolution, if passed, will enable the Company to align the Constitution of the Company with the relevant provisions of the Act and Listing Requirements of Bursa Securities.

Further information on the Proposed Alteration or Amendment of the Constitution of the Company is set out in the Part B of the Circular to Shareholders dated 25 April 2019 which is despatched together with the Annual Report 2018 of the Company.