



NOTICE OF TWENTY-FIFTH (25th) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Company will be held at Tiara Rini Ballroom, Level 1, Royale Chulan The Curve Hotel, 6, Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 29 May 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 2)**
- To re-elect the following Directors who retire pursuant to Article 78 of the Company's Constitution as Directors of the Company:
 - Encik Mustapha Bin Mohamed **(Resolution 1)**
 - Mr Ng Seng Kong **(Resolution 2)**
 - Encik Shamshin @ Shamshir Bin Ghazali **(Resolution 3)**
- To re-elect Encik Muhammad Lukman Bin Musa @ Hussain who retires pursuant to Article 85 of the Company's Constitution as a Director of the Company. **(Resolution 4)**
- To declare a final single tier dividend of 6.0 sen per ordinary share for the financial year ended 31 December 2018. **(Resolution 5)**
- To approve the payment of Directors' fees of RM565,250 for the financial year ended 31 December 2018. **(Resolution 6)**
- To approve the payment of the under provision of Directors' benefits and allowance of RM88,500 for the period 1 January 2019 to this 25th Annual General Meeting. **(Resolution 7)**
- To approve the payment of benefits payable to the Directors up to an amount of RM500,000 from this 25th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 8)**
- To approve the payment of meeting attendance allowance of RM1,500 per meeting for each Non-Executive Director from this 25th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 9)**
- To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**

Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary/Special Resolutions of the Company:-

- ORDINARY RESOLUTION I** **(Resolution 11)**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- 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 (where applicable) available at the time of the purchase,

("Proposed Renewal of Share Buy-Back").

AND THAT the authority to facilitate the Proposed Renewal of Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;

- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

- ORDINARY RESOLUTION II** **(Resolution 12)**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED RENEWAL OF RRPT MANDATE")

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.3 of Part B of the Statement/Circular to Shareholders dated 29 April 2019 ("the Related Parties") provided that such transactions are:

- necessary for the day-to-day operations;
 - undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms and transaction prices 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, ("the Proposed Renewal of RRPT Mandate")
- THAT such approval shall continue to be in force until:
- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Renewal of RRPT Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
 - the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest;
AND THAT the Directors of the Company be hereby authorised 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 to give effect to the Proposed Renewal of RRPT Mandate.

- SPECIAL RESOLUTION** **(Resolution 13)**
PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION/CONSTITUTION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")

"THAT the existing Memorandum and Articles of Association/Constitution of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I attached to the Annual Report 2018 with effect from the date of passing this special resolution.

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

- To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 25th Annual General Meeting to be held on 29 May 2019, a Final Single Tier Dividend of 6.0 sen per Ordinary Share in respect of the financial year ended 31 December 2018 will be paid on 28 June 2019 to shareholders whose names appear in the Record of Depositors on 14 June 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred to the depositor's securities account before 4.00 p.m. on 14 June 2019 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
WONG PEIR CHYUN (MAICSA 7018710)
WONG WAI FOONG (MAICSA 7001358)
Company Secretaries
Kuala Lumpur
29 April 2019

Notes:-

- Appointment of Proxy**
(a) A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy may but need not be a member of the Company.
(b) 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 the corporation's Seal or under the hand of an officer or attorney duly authorised.
(c) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meetings. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
(d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
(e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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.
(f) Where a member of the Company appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
(g) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily certified copy of that power or authority shall be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
(h) Only the members whose names appear on the Record of Depositors as at 21 May 2019 shall be entitled to attend and vote at this meeting or appoint proxy (proxies) to attend and vote on their behalf.
- Audited Financial Statements for the financial year ended 31 December 2018**
The Audited Financial Statements in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda item is not put forward for voting by shareholders.
- Resolutions 1, 2, 3 and 4 - Re-election of Directors**
Encik Mustapha Bin Mohamed, Mr Ng Seng Kong, Encik Shamshin @ Shamshir Bin Ghazali and Encik Muhammad Lukman Bin Musa @ Hussain are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 25th AGM.
The Board had through the Nominating and Remuneration Committee ("NRC"), considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their role as Directors.
The Board had also through NRC carried out assessment on the independence of Encik Mustapha Bin Mohamed and Encik Shamshin @ Shamshir Bin Ghazali, and is satisfied that they meet the criteria of independence as prescribed in the MMLR of Bursa Securities.

- Resolution 5 - Declaration of a Final Single Tier Dividend**
Pursuant to Paragraph 8.26(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the final single tier dividend, if approved, will be paid no later than three (3) months from the date of shareholders' approval.
- Resolutions 7, 8 and 9 - Proposed Payment of Directors' Benefits and Allowances**
Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
Resolution 7 is to facilitate the payment of the shortfall of Directors' benefits and allowances of RM88,500 for the period 1 January 2019 to 25th Annual General Meeting ("AGM") due to more meetings were held and increased directors' responsibilities. The Company sought the shareholders' approval at the 24th Annual General Meeting for an amount of RM690,000 as benefit and allowances payable to the Directors for the period from 1 January 2018 to the forthcoming 25th AGM.
Resolution 8 for the Directors' benefits (e.g. excluded meeting attendance allowance) proposed for the period from this 25th AGM up to the date of the next AGM are calculated based on the current Board size. In the event the proposed amount is insufficient (e.g. due to enlarged Board size or increased responsibilities), approval will be sought at the next AGM for the shortfall.
Resolution 9 is to seek approval for the payment of meeting attendance allowance to Non-Executive Directors of the Company. If Resolution 9 is passed, the meeting attendance allowance will be payable
- Resolution 10 - Re-appointment of Auditors**
The Board had on 2 April 2019 through the Audit and Risk Management Committee ("ARMC"), assessed the suitability and independence of the External Auditors, Messrs Deloitte PLT and considered the re-appointment of Messrs Deloitte PLT as Auditors of the Company. The Board and the ARMC collectively agreed and satisfied that Messrs Deloitte PLT has the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities.
- Explanatory Notes on Special Business**
 - Resolution 11 - Proposed Renewal of Share Buy-Back**
This resolution, if passed, will empower the Directors to purchase up to ten per centum (10%) of the total number of issued shares of the Company through Bursa Securities. Please refer to the Statement/Circular to Shareholders dated 29 April 2019 for further information
 - Resolution 12 - Proposed Renewal of RRPT Mandate**
This resolution, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business. For further information on the recurrent related party transactions, please refer to the Statement/Circular to Shareholders dated 29 April 2019.
 - Resolution 13 - Proposed Alteration**
This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association/Constitution by replacing with a new Constitution which is drafted in accordance with the relevant provisions of Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Securities and other provisions of laws and regulations that are applicable to the Company.
For further information on the Proposed Alteration, please refer to the Appendix I attached to the Annual Report 2018.