



NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of the Company will be held at Teo Seng Capital Berhad Conference Room, First Floor, Lot PTD 25740, Batu 4, Jalan Air Hitam, 83700 Yong Peng, Johor on Tuesday, 28 May 2019 at 11:30 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2018. (Please refer to Explanatory Note 1)
[Ordinary Resolution 1]
- To approve the payment of Directors' remuneration (including Directors' fees) of RM122,000-00 in respect of the financial year ended 31 December 2018. (Please refer to Explanatory Note 2)
[Ordinary Resolution 2]
- To approve the payment of Directors' remuneration (including Directors' fees) up to RM160,000-00 from 1 January 2019 until the conclusion of the next Annual General Meeting. (Please refer to Explanatory Note 2)
[Ordinary Resolution 2]
- To re-elect Mr Nam Hiok Joo who retires pursuant to Article 110 of the Constitution of the Company. (Please refer to Explanatory Note 3)
[Ordinary Resolution 3]
- To re-elect the following Directors who retire pursuant to Article 103 of the Constitution of the Company: (Please refer to Explanatory Note 4)
[Ordinary Resolution 4]
 - Dato' Koh Low @ Koh Kim Toon [Ordinary Resolution 5]
 - Mr Loh Wee Ching [Ordinary Resolution 5]
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration. (Please refer to Explanatory Note 5)
[Ordinary Resolution 6]

AS SPECIAL BUSINESS

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

- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT authority be and is hereby given to Mr Choong Keen Shian who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company." [Ordinary Resolution 7]
(Please refer to Explanatory Note 6)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT authority be and is hereby given to Mr Frederick Ng Yong Chiang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company." [Ordinary Resolution 8]
(Please refer to Explanatory Note 6)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Dato' Koh Low @ Koh Kim Toon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company." [Ordinary Resolution 9]
(Please refer to Explanatory Note 6)
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
"THAT subject to Sections 75 and 76 of the Companies Act 2016, Constitution of the Company, and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury 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 ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an Ordinary Resolution of the Company at a general meeting." [Ordinary Resolution 10]
(Please refer to Explanatory Note 7)

11. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

- "THAT subject to Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2 of Part A of the Circular/Statement to Shareholders of the Company dated 30 April 2019 ("the Circular") provided that such transactions are:
- necessary for the day-to-day operations;
 - in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
 - not prejudicial to the minority shareholders of the Company, ("Shareholders' Mandate").
- THAT such approval shall continue to be in force and effect until:
- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
 - 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 ("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 in general meeting; whichever is the earlier.
- AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."
- [Ordinary Resolution 11]
(Please refer to Explanatory Note 8)

12. PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

- "THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") 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 the 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 Share Buy-Back").
- AND THAT the authority to facilitate the Proposed 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; or
 - the expiration of the period within which the next AGM 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 MMLR 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, MMLR, 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 prescribed; and/or
 - To deal with the treasury shares in any other manners as allowed by the Act, MMLR, 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 hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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 Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."
- [Ordinary Resolution 12]
(Please refer to Explanatory Note 9)

13. PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION OF THE COMPANY ("PROPOSED ALTERATION")

- "THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in Part C of the Circular/Statement dated 30 April 2019 AND THAT the same be hereby adopted as the Constitution of the Company with effect from the date of passing this special resolution.
- THAT the Directors of the Company be and are 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 conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.
- [Special Resolution 1]
(Please refer to Explanatory Note 10)

By order of the Board

LEE CHOON SENG (MAICSA 7003453)
LUM SOW WAI (MAICSA 7028519)
WONG WAI FOONG (MAICSA 7001358)
TAN BEE HWEI (MAICSA 7021024)
Secretaries

Yong Peng
30 April 2019

Notes:

- For the purpose of determining a member who shall be entitled to attend and vote at the Thirteenth Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 16 May 2019. Only a depositor whose name appears on the Record of Depositors as at 16 May 2019 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her stead.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy but 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of SICDA.
- Where a member or the authorised nominee 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.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at 201-203, Jalan Abdullah, 84000 Muar, Johor, not less than forty-eight (48) hours before 11.30 a.m. on Sunday, 26 May 2019.

EXPLANATORY NOTES

- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Items 2 and 3 of the Agenda**
The proposed Ordinary Resolution 1 and 2 are to seek the shareholders' approval for the payment of the Directors' remuneration as follows:

	1 January 2019 until the conclusion of the next Annual General Meeting ("AGM")		Financial year ended 31 December 2018	
	Directors' Fees (RM)	Other Emoluments (Festival Token) (RM)	Directors' Fees (RM)	Other Emoluments (Festival Token) (RM)
Non-Executive Director	144,000	16,000	112,000	10,000

These resolutions are to facilitate payment of Directors' remunerations for duties performed as Non-Executive Directors of the Company on a monthly basis and/or as and when required.

3. Item 4 of the Agenda

The Nominating Committee ("NC") of the Company has assessed the contribution of Mr Nam Hiok Joo by using self and peer evaluation and was satisfied with his performance of his roles and duties in the Company and recommended for his re-election. The Board endorsed the NC's recommendation that Mr Nam Hiok Joo be re-appointed as Director of the Company.

4. Item 5 of the Agenda

The NC of the Company has assessed the contribution of Dato' Koh Low @ Koh Kim Toon and Mr Loh Wee Ching by using self and peer evaluation and was satisfied with their performance and recommended for their re-election. The Board endorsed the NC's recommendation that Dato' Koh Low @ Koh Kim Toon and Mr Loh Wee Ching be re-appointed as Directors of the Company.

5. Item 6 of the Agenda

The Audit Committee ("AC") had conducted assessment on the performance of PricewaterhouseCoopers PLT. Please refer to the Corporate Governance Overview Statement for further details on the assessment conducted by AC.

6. Items 7, 8 and 9 of the Agenda

Mr Choong Keen Shian and Mr Frederick Ng Yong Chiang have served the Board as the Independent Non-Executive Directors ("INED") of the Company for more than nine (9) years since 19 June 2008 and Dato' Koh Low @ Koh Kim Toon has served the Board as an INED of the Company for more than nine (9) years since 19 November 2009. The Board has through the NC's assessments, recommending to shareholders to retain their designation as INED of the Company based on the following reasons:

- They have actively participated in the Board's deliberations and provided independent opinions to the Board.
- They have ensured effective check and balance in the proceedings of the Board.
- They have extensive experience in their respective profession to provide constructive opinions and ideas of Company to the Board.
- They devoted sufficient time to attend the meetings.

7. Item 10 of the Agenda

The proposed Ordinary Resolution 10 is the renewal of the mandate obtained from the members at the last AGM and if passed, will give the Directors authority to issue new ordinary shares up to such number not exceeding ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors would consider to be in the best interest of the Company (hereinafter referred to as the "General Mandate"). This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. The new General Mandate will commence from the date of this AGM and, unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, expire at the next AGM.

The General Mandate granted by the shareholders at the Twelfth AGM of the Company held on 27 June 2018 had not been utilized and hence, no proceeds were raised therefrom.

The purpose of the new General Mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

8. Item 11 of the Agenda

The proposed Ordinary Resolution 11, if passed, will allow the Group to continue to enter into recurrent related party transactions on an arm's length basis and on normal commercial terms, which are not prejudicial to the interests of the minority shareholders. Please refer to Part A of the Circular/Statement to Shareholders dated 30 April 2019 for further information.

9. Item 12 of the Agenda

The proposed Ordinary Resolution 12, if passed, will allow the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. Please refer to Part B of the Circular/Statement dated 30 April 2019 for further information.

10. Item 13 of the Agenda

This proposed Special Resolution 1, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution ("Proposed Alteration") which is drafted in accordance with the relevant provisions of the Act, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Part C of the Circular/Statement dated 30 April 2019.