

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-FIRST ANNUAL GENERAL MEETING ("41st AGM") of the Company will be held at Banquet Hall, Persatuan Alumni Universiti Malaya (PAUM) Clubhouse, Lot 10476, Jalan Susur Damansara (Jalan Damansara Lama), 50480 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 19 June 2019 at 10:00 a.m. and any adjournment thereof for the following purposes:-

- AGENDA**
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 1)
 2. To re-elect the following Directors who are to retire pursuant to Article 95 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Tan Sri Abd Rahim bin Mohamad (Resolution 1)
 - (b) Dato' Mohamed Salleh bin Bajuri (Resolution 2)
 - (c) Datuk Seri Ahmad bin Hj. Kabit (Resolution 3)
 3. To re-appoint Messrs. Afrizan Tarmili Khairul Azhar as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)
- As Special Business**
- To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-
4. **ORDINARY RESOLUTION**
 - **PAYMENT OF DIRECTORS' FEES** (Resolution 5)
 "THAT the Directors' Fees amounting to RM250,000.00 (Ringgit Malaysia: Two Hundred and Fifty Thousand) for the financial year ended 31 December 2018, be and is hereby approved for payment."
 5. **ORDINARY RESOLUTION**
 - **PAYMENT OF BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS UNDER SECTION 230(1)(b) OF THE COMPANIES ACT 2016** (Resolution 6)
 "THAT the benefits payable to the Non-Executive Directors up to RM80,000.00 (Ringgit Malaysia: Eighty Thousand) for the period from 19 June 2019 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved for payment."
 6. **ORDINARY RESOLUTION**
 - **RETENTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR** (Resolution 7)
 "THAT subject to the passing of Resolution 2, Dato' Mohamed Salleh bin Bajuri who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 11 April 2002 be and is hereby retained as an Independent Non-Executive Director of the Company."
 7. **ORDINARY RESOLUTION**
 - **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** (Resolution 8)
 "THAT subject to the Companies Act 2016 and the approval 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 allotted does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors are also empowered to obtain approval for the listing of and quotation for the additional shares to be allotted 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."
 8. **SPECIAL RESOLUTION**
 - **PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")** (Resolution 9)
 "THAT approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association ("**M&A**") of the Company in its entirety and in place thereof, a new Constitution as set out in Appendix I be and is hereby adopted with immediate effect AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing."
 9. To transact any other business for which due notice has been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)
YEOW SZE MIN (MAICSA 7065735)
 Joint Company Secretaries

Petaling Jaya
 Dated: 30 April 2019

Explanatory Notes to Ordinary and Special Businesses:-

1. **Audited Financial Statements for the financial year ended 31 December 2018**
 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 from the shareholders for the Audited Financial Statements, and hence, this Agenda item is not put forward for voting.
2. **Resolution 5 - Payment of Directors' fees**
 This Agenda item is to approve the proposed Directors' fees for the financial year ended 31 December 2018 of RM250,000.00 (2018: RM280,000/-). The Resolution 5, if approved, will authorise the payment of Directors' Fees pursuant to Article 105 of the Articles of Association of the Company.
3. **Resolution 6 - Directors' benefits payable to Non-Executive Directors**
 The benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Companies Act 2016 has been reviewed by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period of between 19 June 2019 to the next Annual General Meeting of the Company.
 The total estimated amount of the Directors' benefits payable is calculated based on the number of the Board of Directors and Board Committees' meetings scheduled to be held in the financial year ending 31 December 2019 and until the next Annual General Meeting and other benefits. 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.
4. **Resolution 7 - Retention of the Independent Non-Executive Director**
 The Board of Directors has vide the NRC conducted an annual performance evaluation and assessment of Dato' Mohamed Salleh bin Bajuri ("**Dato' Salleh**"), who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, and recommended him to continue in office as an Independent Non-Executive Director based on the following justifications:-
 - (a) Dato' Salleh has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements ("**MMLR**") and is therefore able to bring independent and objective judgement to the Board;
 - (b) Dato' Salleh has been with the Company for seventeen (17) years as at the date of the notice of the 41st AGM and therefore understands the Company's business operations, which enables him to participate actively and contribute during deliberations/discussions at the Audit and Risk Committee ("**ARC**"), NRC and Board of Directors' Meetings;
 - (c) Dato' Salleh has contributed sufficient time and efforts in his capacity as the Senior Independent Non-Executive Director, the Chairman of the ARC and the member of the NRC. He has attended all the meetings of the next Annual General Meeting of the Company as well as the Board of Directors for informed and balanced decision making;
 - (d) Dato' Salleh has exercised due care during his tenure as an Independent Non-Executive Director and carried out his professional duty in the interest of the Company and shareholders;
 - (e) Dato' Salleh has not entered into any contract or transaction with the Company and/or its subsidiaries within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Bursa Securities' MMLR;
 - (f) Dato' Salleh has not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of himself to carry out his duties as an Independent Non-Executive Director; and
 - (g) Dato' Salleh does not derive any remuneration and benefits apart from Directors' fees and meeting allowances.
 The Board upon the recommendation from the NRC of the Company, therefore, considers Dato' Salleh to be independent and recommends him to remain as a Senior Independent Non-Executive Director subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017.
5. **Resolution 8 - Authority to issue shares pursuant to the Companies Act 2016**
 The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the 41st AGM of the Company ("**General Mandate**"). The Company had been granted a General Mandate by its shareholders at the Fortieth Annual General Meeting of the Company held on 6 June 2018 ("**Previous Mandate**"). As at the date of this notice, the Previous Mandate granted by the shareholders has not been utilised and hence no proceeds were raised therefrom. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
6. **Resolution 9 - Proposed Adoption of the New Constitution of the Company**
 The Resolution 9 is undertaken primarily to streamline the existing M&A of the Company with the Companies Act 2016, which was effective from 31 January 2017. Also, to align the existing M&A with the Bursa Securities' MMLR and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.
 Further information on the Resolution 9 is set out in the Appendix I.

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 June 2019 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies at the Meeting. 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.
3. A proxy may but need not be a member of the Company. 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.
4. 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 its common seal or signed by an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
5. 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.
6. The instrument appointing a proxy must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.