

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of the Company will be held at Room 1, Level 1, Vistana Hotel, 213, Jalan Bukit Gambir, 11950 Bukit Jambul, Penang on Monday, 10 June 2019, at 1.10 P.M. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- As Ordinary Business**
  2. To re-elect the following Directors retiring under Article 65 of the Articles of Association of the Company, and who, being eligible, have offered themselves for re-election:-
    - a) Tan Sri Datuk Ooi Kee Liang **Ordinary Resolution 1**
    - b) Encik Mohtar bin Abdullah **Ordinary Resolution 2**
  3. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
- As Special Business**

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

  4. To approve the payment of Directors' fees of RM150,000 in respect of the financial year ended 31 December 2018. **Ordinary Resolution 4**
  5. To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to RM50,000 from 11 June 2019 until the next Annual General Meeting ("AGM") of the Company. **Ordinary Resolution 5**
  6. **Authority to Issue Shares**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities." **Ordinary Resolution 6**
  7. **Proposed authority for share buy-back by the Company of up to ten per centum (10%) of its total number of issued shares**  
 "THAT, subject to the provisions under the Companies Act 2016 ("the Act"), the Company's Articles of Association and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's total number of issued shares through Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject further to the following :-
    - (i) the maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the total number of issued shares of the Company at the point of purchase ("IDEAL Shares");
    - (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the IDEAL 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);
    - (iii) the authority conferred by this resolution shall commence upon the passing of this ordinary resolution and will continue to be in force until the conclusion of the next AGM of the Company (at which time it shall lapse unless by ordinary resolution passed at that meeting the authority is renewed, either unconditionally or subject to conditions), or unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the MMLR of Bursa Securities or any other relevant authority; and
    - (iv) upon completion of the purchase(s) of the IDEAL Shares by the Company, the Directors of the Company be hereby authorised to deal with the IDEAL Shares in the following manner :-
      - (a) cancel the IDEAL Shares so purchased; or
      - (b) retain the IDEAL Shares so purchased as treasury shares, which may be distributed as share dividends to the shareholders and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be transferred for the purposes of an employees' share scheme and/or be transferred as purchase consideration and/or be cancelled subsequently and/or be sold, transferred or otherwise be used for such purposes of the Minister may by order prescribe; or
      - (c) retain part of the IDEAL Shares so purchased as treasury shares and cancel the remainder; and in any other manner as prescribed by the Act and the requirements of Bursa Securities and any other 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 and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the purchase(s) of the IDEAL Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required by the relevant authorities." **Ordinary Resolution 7**
  9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**CHEW SIEW CHENG** (MAICSA 7019191)  
**LIM CHOO TAN** (LS 0008888)  
 Company Secretaries

Date: 30 April 2019

Penang

**Note A:-**

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

**Notes:-**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one proxy to attend, participate, speak and vote in his stead at the same meeting.
- (2) The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Common Seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (3) Where a member of the Company is an exempt authorised nominee (an authorised nominee which is exempted from compliance with the provision of Section 25A (1) of the Central Depositories Act) 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. Where an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (4) The instrument appointing a proxy shall be deposited at the Registered Office of the Company, Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) Depositors whose names appear in the Record of Depositors as at 30 May 2019 shall be entitled to attend and vote at the general meeting, or appoint a proxy to attend, participate, speak and vote on his behalf.

**Explanatory Notes on Special Business**

- (i) **Authority to Issue Shares**  
 This general mandate for issue of shares ("the Mandate") was sought for in the preceding year and the Board did not carry out the Mandate since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on [Please Insert], the Board is desirous of seeking a fresh general mandate at the forthcoming AGM. This Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition. This proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury 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 will, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.
- (ii) **Proposed authority for share buy-back by the Company of up to ten per centum (10%) of its total number of issued shares**  
 The proposed Ordinary Resolution 7 if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.