

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth ("10th") Annual General Meeting ("AGM") of the Company will be held at Sheraton 6-7, Level 3C, Sheraton Petaling Jaya Hotel, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 June 2019 at 10:30 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial period ended 31 December 2018 together with the Directors' and Auditors' Reports thereon. (Please refer to explanatory Note 1)
2. To approve the payment of Directors' fees of RM210,717.81 to the Non-Executive Directors for the financial period ended 31 December 2018. (Resolution 1)
3. To re-elect the following Directors, each of whom retires by rotation in accordance with Article 81 of the Constitution of the Company and whom, being eligible, have offered themselves for re-election:
 - 3.1 Tan Sri Dato' Sri Abi Musa Astar Bin Mohamed Nor (Resolution 2)
 - 3.2 Tan Sri Dato' Hj. Abd Karim Bin Shaikh Munisar (Resolution 3)
4. To re-elect the following Directors, each of whom retires by rotation in accordance with Article 88 of the Constitution of the Company and whom, being eligible, have offered themselves for re-election:
 - 4.1 Mr. Apollo Bello Tanco (Resolution 4)
 - 4.2 Ms. Ma. Luisa Dioquino Chiong (Resolution 5)
 - 4.3 Mr. Teh Heng Chong (Resolution 6)
5. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2019 in place of the retiring Auditors, Messrs. Deloitte PLT and to authorise the Directors to determine their remuneration. (Resolution 7)

As Special Business

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

6. **Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' Fee) to the Directors pursuant Section 230 of the Companies Act, 2016** (Resolution 8)

"THAT the payment of benefits (excluding Directors' Fee) of up to RM200,000.00 payable to the Directors pursuant to Section 230 of the Companies Act, 2016 for the period from 27 June 2019 until the conclusion of the next Annual General Meeting of the Company to be held in year 2020 be and is hereby approved."

7. **Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Resolution 9)

"THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Company's Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being.

THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia for the listing of and quotation for the additional shares so issued 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 New Constitution** (Resolution 10)

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix A be and is hereby adopted as the Constitution of the Company."

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

9. To transact any other business of the Company of which due notices shall be given in accordance with the Constitution of the Company and the Companies Act, 2016.

BY ORDER OF THE BOARD

WONG YOUNG KIM (MAICSA 70517778)

LIEW FUI LI (MAICSA 70510527)

Company Secretaries

Kuala Lumpur

30 April 2019

Notes:

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at this 10th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 56(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 20 June 2019. Only a deposit in whose name appears on the Record of Depositors as at 20 June 2019 shall be eligible to attend, speak and vote at the Meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. Subject to note 5 below, a member is entitled to attend and vote at a meeting of the Company and is entitled to appoint not more than two (2) proxies to attend and vote in his stead in respect of such securities, provided that the holder of the securities standing to the credit of the said securities account.
3. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be in equal numbers and the proportions of the shareholdings to be represented by each proxy.
4. The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. Any member in whose name is entered on the Register of Members of the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (i) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of that proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.
6. **Personal Data Privacy:** The Company is appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of that proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTE 1

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 requires the Audited Financial Statements for the financial period ended 31 December 2018 together with the Directors' and Auditors' Reports thereon to be laid at the AGM. As such, this agenda item does not require members' approval and hence, is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Ordinary Resolution 1 - Payment of Benefits Payable (excluding Directors' Fee) to the Directors pursuant to Section 230 of the Companies Act, 2016

The proposed resolution 8 relates to the Directors' benefits payable (excluding Directors' Fee) of up to RM200,000.00 comprising meeting allowances based on the number of scheduled and un-scheduled Board and Board Committee Meetings as and when required to be held for the period from 27 June 2019 until the next AGM of the Company including benefits-in-kind and assuming that the Non-Executive Directors will not be re-elected at the next AGM of the Company.

Ordinary Resolution 2 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed resolution 9, if approved, will empower the Directors of the Company, from the date of the 10th AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or amended at a general meeting will expire at the next AGM of the Company.

This mandate is as renewal of the mandate granted by the members at the last AGM held on 28 November 2018. As at the date of the Notice of 10th AGM, the mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised. This authority will provide flexibility and to avoid delay and cost in convening general meetings to approve such issuance of shares for fund raising activities, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/or acquisition(s).

Special Resolution - Proposed Adoption of New Constitution

The proposed resolution 10, if passed, will align the Constitution of the Company with the Companies Act, 2016 which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements of Bursa Malaysia and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Companies Act, 2016 and Main Market Listing Requirements of Bursa Malaysia.