

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of the Company will be held at Greens 1, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 27 June 2019 at 9:00 a.m. for the following purposes: -

AGENDA

- 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 (a)]
- To re-elect the following Directors who retire pursuant to Article 108 of the Company's Articles of Association and being eligible, offer themselves for re-election:- (Ordinary Resolution 1)
 - Dato' Sri Anne Teo; and (Ordinary Resolution 2)
 - Mr. Lim Chee Khang (Ordinary Resolution 3)
- To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 3)

AS SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION**
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 4)

"THAT Dato' Sri Liew Lee Leong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 5)

"THAT Dato' Shamsul Falak Bin Abdul Kadir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
PAYMENT OF DIRECTORS' FEES (Ordinary Resolution 6)

"THAT the payment of Directors' fees of RM228,000 for the financial year ended 31 December 2018 be hereby approved for payment."
- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (Ordinary Resolution 7)

"THAT subject always to the Companies Act 2016 ("**the Act**") , the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued 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 Securities;
AND FURTHER 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."
- SPECIAL RESOLUTION**
PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY (Special Resolution)

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix A detached together with the Company's Annual Report 2018, 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."
- To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
YAU JYE YEE (MAICSA 7059233)
Company Secretaries

Kuala Lumpur
30 April 2019

Explanatory Notes:-

- 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 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.
- Retention of Independent Non-Executive Directors**
At the 25th AGM of the Company, Dato' Sri Liew Lee Leong ("Dato' Sri Liew") was retained to hold office until the conclusion of the 26th AGM. His term of office will end at the conclusion of the 26th AGM and he has offered himself to continue in office as an Independent Non-Executive Director of the Company.
Dato' Shamsul Falak Bin Abdul Kadir ("Dato' Shamsul") who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years has offered himself to continue in office as an Independent Non-Executive Director of the Company.
The Board of Directors has vide the Nomination Committee conducted an annual performance appraisal and assessment of Dato' Sri Liew and Dato' Shamsul, who have served as the Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and recommended Dato' Sri Liew and Dato' Shamsul to continue in office as the Independent Non-Executive Directors of the Company based on the following justifications:-
 - Dato' Sri Liew and Dato' Shamsul have met the independent guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities.
 - Dato' Sri Liew and Dato' Shamsul have been with the Company for more than nine (9) years and therefore understand the business operations of the Group.
 - Dato' Sri Liew and Dato' Shamsul actively participates and contributes to the discussions and deliberations of the Board and Board Committees meetings. They have diligently attended all of the meetings held for the Board and Board Committees for the financial year ended 31 December 2018.
 - Dato' Sri Liew and Dato' Shamsul have exercised due care and diligence during their tenure as the Independent Non-Executive Directors of the Company.
- Directors' Fees**
Section 230(1) of the Act provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.
The proposed Resolution 6, if approved, will authorise the payment of Directors' fees for the financial year ended 31 December 2018 was RM 228,000 (2017: RM157,000).
- Authority to Issue Shares pursuant to the Act**
The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, an authority to allot shares in the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the Shareholders of the Company in General Meeting will be in force until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.
As at the date of this Notice, no new shares were issued pursuant to the previous mandate granted by the shareholders at the Twenty-Fifth Annual General Meeting of the Company held on 27 June 2018. Hence, no proceeds were raised therefrom.
- Proposed Adoption of the New Constitution of the Company**
The proposed Special Resolution, if passed, will primarily bring the Company's Constitution in line with the Companies Act 2016 and the changes made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency.. The proposed new Constitution is set out in Appendix A circulated together with this Annual Report.

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where the member appoints two (2) or more proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- A proxy may but need not be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. 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.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee 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.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company 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 at any adjournment thereof.