

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of the Company will be held at Dewan Tun Hussein Onn Level 2, Putra World Trade Centre 41, Jalan Tun Ismail, 50480 Kuala Lumpur on Thursday, 27 June 2019 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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.
2. To re-elect the following Directors who are retiring pursuant to Article 106 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - (a) Edwane Cheah Bin Abdullah
 - (b) Datuk Wira Azhar Bin Abdul Hamid
3. To approve the payment of the Directors' fees of RM701,452 for the financial year ended 31 December 2018.
4. To approve an amount of up to RM114,000 as benefits payable to the Non-Executive Directors from 28 June 2019 to the next Annual General Meeting of the Company to be held in year 2020.
5. To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note (i)]

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

AS SPECIAL BUSINESS

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

6. **ORDINARY RESOLUTION**
- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

"THAT subject to the Companies Act 2016 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain 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 of the Company."

7. **SPECIAL RESOLUTION**
- **PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

"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 I despatched together with the Company's Annual Report 2018, be and is hereby adopted as the Constitution of the Company ("Proposed Adoption");

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption."

8. To transact any other business for which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
CHIN MUN YEE (MAICSA 7019243)
Company Secretaries

Kuala Lumpur
30 April 2019

Explanatory Notes to Ordinary Business/Special Business:

- (i) Item 1 of the Agenda

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 for the Audited Financial Statements from the shareholders. Therefore, this agenda item is not put forward for voting.

- (ii) Item 4 of the Agenda

The proposed benefits payable to the Non-Executive Directors (save and except for Syed Yasir Arafat bin Syed Abd Kadir being the director of Hallmark Odyssey Sdn. Bhd., a major shareholder the Company, has waived his entitlement for benefits) comprises solely of meeting allowances.

The total estimated amount of benefits payable to the Non-Executive Directors is calculated based on number of scheduled Board and Board Committees' Meetings from 28 June 2019 until the next Annual General Meeting ("AGM") in the year 2020.

- (iii) Item 6 of the Agenda

The proposed adoption of the Ordinary Resolution is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Sixth AGM held on 24 May 2018 and it will lapse at the conclusion of the forthcoming Seventh AGM.

- (iv) Item 7 of the Agenda

The proposed Special Resolution is undertaken primarily to streamline the existing Memorandum and Articles of Association ("M&A") of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption is also to align the existing M&A with the Main Market Listings Requirements pursuant to a letter dated 29 November 2017 issued by Bursa Malaysia Securities Berhad, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to the Appendix I for further information.

Notes:

1. For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Seventh AGM of the Company, the Company shall be requesting the Record of Depositors as at 20 June 2019. Only a depositor whose name appears in the Record of Depositors as at 20 June 2019 shall be entitled to attend and vote at the Meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
3. A member may appoint not more than two (2) proxies to attend at the same Meeting. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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.
4. Where a member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for the 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 two (2) or more proxies to attend and vote at the same Meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. The instrument appointing a proxy and 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 by hand at or by facsimile transmission to the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) not less than forty-eight (48) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
7. If this Form of Proxy is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Form of Proxy is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Form of Proxy.