

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be held at Royal Ballroom, Kelab Golf Sultan Abdul Aziz Shah, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan, on Wednesday, 12 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 Directors' and Auditor's Reports thereon. *(Please refer to Explanatory Notes to the Agenda)*
2. To approve the payment of Directors' fees for the financial year ended 31 December 2018. **Ordinary Resolution 1**
3. To approve the payment of Directors' benefits (other than Directors fees) to Non-Executive Directors up to an amount of RM86,000.00 for the period from 13 June 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect Encik Aminuddin Bin Mohd Arif, who retires by rotation in accordance with Article 104 of the Company's Constitution. **Ordinary Resolution 3**
5. To re-elect the following Directors who were appointed during the year and retire in accordance with Article 91 of the Company's Constitution:
 - 5.1 Datuk Zulkarnain Bin Md Eusope **Ordinary Resolution 4**
 - 5.2 Shamsul Bin Saad **Ordinary Resolution 5**
6. To appoint Baker Tilly Monteiro Heng PLT as the new auditors of the Company in place of the retiring auditors, Deloitte PLT and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

To consider and, if thought fit, pass the following resolutions:

7. **Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 7**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to 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 issued pursuant to this resolution does not exceed 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 on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
8. **Proposed Adoption of New Constitution of the Company** **Special Resolution**

"THAT approval be and is hereby given for the Company to revoke its existing Memorandum and Articles of Association with immediate effect and in replacement thereof, the proposed new Constitution as set out in the Circular to Shareholders dated 7 May 2019 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 which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

CHEN BEE LING (MAICSA 7046517)
 FOO ING ING (LS0010047)
 Company Secretaries

7 May 2019
 Selangor Darul Ehsan

Notes:

- i) In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 4 June 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- ii) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote at the Meeting on his/her behalf. In the case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. A proxy/representative appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iii) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than **forty-eight (48)** hours before the time set for holding the Meeting or adjourned meeting, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll.
- vi) Where a member 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.

Explanatory Notes to the Agenda:
Item 1 of the Agenda

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.

Item 3 of the Agenda - Ordinary Resolution 2
Payment of Directors' benefits (other than Directors' fees)

In compliance with Section 230(1) of the Companies Act, 2016, the Company is seeking for shareholders' approval for payment of Directors benefits (other than Directors' fees) to the Non-Executive Directors up to an amount of RM86,000.00 for the period from 13 June 2019 until the conclusion of the next AGM of the Company. The calculation is based on the estimated number of scheduled and/or Special Board and Board Committees' meetings and on the assumption that all the Non-Executive Directors will remain in office until the next AGM.

Item 6 of the Agenda - Ordinary Resolution 6
Appointment of Baker Tilly Monteiro Heng PLT as new auditors of the Company in place of the retiring auditors, Deloitte PLT

The Company had received Notice of Nomination dated 29 April 2019 from two (2) shareholders of the Company nominating Baker Tilly Monteiro Heng PLT (AF 0117), who had given their consent to act as the new auditors of the Company. A copy of the letter is annexed and marked as "Appendix A" in the Company's Annual Report 2018. The Ordinary Resolution 6, if approved, Baker Tilly Monteiro Heng PLT shall hold office until the conclusion of the next AGM of the Company.

Item 7 of the Agenda - Ordinary Resolution 7
Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

Ordinary Resolution 7 is a renewal of the mandate obtained from the members of the Company at the last Annual General Meeting held on 11 June 2018 ("the Previous Mandate") and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued 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 unless revoked or varied by the Company at a general meeting will expire at the next AGM.

The renewal of the mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance if shares.

The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

Item 8 of the Agenda - Special Resolution
Proposed Adoption of New Constitution of the Company

The Special Resolution proposed under item 8, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 and the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 7 May 2019.