

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting ("33rd AGM") of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 10 July 2019 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 January 2019 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
2. To approve the payment of a first and final dividend of 0.1 sen per ordinary share in respect of the financial year ended 31 January 2019. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees up to an amount of RM228,000, from 1 August 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Article 85 of the Company's Articles of Association: -
(a) Dato' Teh Kean Ming **Ordinary Resolution 3(a)**
(b) Encik Mohtar Bin Abdullah **Ordinary Resolution 3(b)**
(c) Mr Lee Yu-Jin **Ordinary Resolution 3(c)**
5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

Special Business

To consider and, if thought fit, to pass the following resolution:-

6. **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** **Special Resolution**
"THAT approval be and is hereby given to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution as set out in Appendix II of the Circular to Shareholders dated 31 May 2019;
AND THAT the Board of Directors of the Company be and are hereby authorised to act for and on behalf of the Company to do all acts and things in any manner as they may deem necessary and/ or expedient in order to give full effect to the Proposed Adoption of New Constitution of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the 33rd AGM, a first and final dividend of 0.1 sen per ordinary share in respect of the financial year ended 31 January 2019 will be paid on 16 August 2019 to depositors registered in the Record of Depositors of the Company as at 29 July 2019.

A depositor shall qualify for entitlement only in respect of:-

- a. Securities transferred into the Depositor's Securities Account before 4.30 p.m. on 29 July 2019 in respect of ordinary transfers; and
- b. Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Lim Geok Heok (MACS NO. 00951)

Ho Sok Leng (MAICSA NO. 7043167)

Secretaries

Kuala Lumpur

31 May 2019

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. 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. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. The instrument appointing a proxy shall be in writing under the hand of the 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.
4. The Proxy Form shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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 on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.