

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting ("30th AGM") of the Company will be held at Berjaya Times Square Hotel Kuala Lumpur, Bronx VI Ballroom, Level 14 West, No. 1, Jalan Imbi, 55100 Kuala Lumpur on 8 August 2019, Thursday at 10.00 a.m. for the following businesses:

**Agenda**

1. To lay the Statutory Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors. Refer to Explanatory Note 1

**Ordinary Business**

2. To sanction the declaration of a final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2019. Resolution 1
3. To approve the payment of Directors' fees of RM619,226 for the financial year ended 31 March 2019. Resolution 2
4. To approve the payment of Directors' benefits payable to the Non-Executive Directors up to an amount of RM150,000 for the period from 9 August 2019 until the next AGM of the Company. Resolution 3
5. To re-elect the following Directors who are retiring by rotation pursuant to Clause 112 of the Company's Constitution:
- (i) Mr Teoh Seng Hee; and Resolution 4  
(ii) Ms Toh Jyh Wei. Resolution 5
- Mr Lim Keng Chin retires by rotation as a Director in accordance with Clause 112 of the Company's Constitution at the conclusion of this 30th AGM. Refer to Explanatory Note 4
6. To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 ("CA 2016").

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of shareholders at the 30th AGM of the Company to be held on 8 August 2019, Thursday, the final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2019 will be paid on 28 August 2019 to the entitled shareholders whose names appear in the Record of Depositors of the Company on 16 August 2019, Friday.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 16 August 2019, Friday in respect of ordinary transfer; and  
b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

LOKE WENG FOOK (MIA 6573)  
Company Secretary

Kuala Lumpur  
10 July 2019

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 1 August 2019, Thursday, ("General Meeting Record of Depositors") shall be eligible to attend the meeting.
- A member who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members, may appoint more than one (1) proxy to attend and vote instead of the member at the meeting provided that the member specifies the proportions of his/her shareholdings to be represented by each proxy.
- A proxy need not be a member. There shall be no restriction as to the qualification of the proxy.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as member to attend, participate, speak and vote at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industries (Central Depositories) Act 1991 ("Central Depositories Act"), he may appoint more than one (1) proxy in respect of each Securities Account he holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee shall mean an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company's Registrar Office at 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, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur, no later than 7 August 2019, Wednesday, at 10.00 a.m.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 30th AGM will be put to vote on a poll.

**Explanatory Notes on Ordinary Business:**

**1. Statutory Audited Financial Statements for the financial year ended 31 March 2019**

This Agenda item is meant for discussion only as the provisions of Section 248(2) and Section 340(1)(a) of the CA 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to shareholders for voting.

**2. Ordinary Resolution 2 – Payment of Directors' Fees**

The Remuneration Committee and the Board have reviewed the Directors' fee based on Board duties, time commitment and responsibilities, Board members' participation relating to the affairs of the Company, and the current financial performance of the Group. Remuneration Committee and the Board have also reviewed the remuneration packages and compensation payable to Executive Directors to ensure they are consistent with comparable companies and is otherwise fair and not excessive. The Directors' fees for the financial year ended 31 March 2019 shall be payable in full after the shareholders have approved the payment.

**3. Ordinary Resolution 3 – Directors' Benefits Payable**

The proposed Directors' benefits payable to the Non-Executive Directors comprise allowances and other benefits.

The total estimated amount of Directors' meeting allowances payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 9 August 2019 until the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

**4. Ordinary Resolutions 4 and 5 – Re-election of Directors**

The Nominating Committee ("NC") of the Company has assessed the criteria and contribution of Mr. Teoh Seng Hee and Ms. Toh Jyh Wei and has recommended for their re-election at the forthcoming AGM. The Board endorsed the NC's recommendation that Mr Teoh Seng Hee and Ms Toh Jyh Wei be re-elected as Directors of the Company.

Mr Lim Keng Chin, who was appointed as a Director of the Company on 19 November 2004, will retire in accordance with Clause 112 of the Company's Constitution. He will not seek re-election and he retains office until the conclusion of the 30th AGM.

**5. Ordinary Resolution 6 – Re-appointment of Auditors**

The Audit Committee ("AC") reviewed the performance of the External Auditors, BDO PLT, based on selected criterion and feedback gathered from the Management. In the evaluation process, AC had considered various aspect of audit including auditors' objectivity and professional skepticism, relevance of audit findings; quality of services rendered and adequacy of resources; candor of communication with AC, quality of deliverables and value for money. The AC recommended to the Board that the overall performance of BDO PLT is satisfactory. The Board recommends BDO PLT's re-appointment for shareholders' approval at the 30th AGM.