



Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 9th Annual General Meeting of the Company will be held at Foyer, Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Thursday, 12 September 2019 at 10.00 a.m. to transact the following business :

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 and the Reports of Directors and Auditors thereon. | Please refer to Explanatory Note (i) |
| 2. To approve the payment of Directors' fees amounting to RM132,000 for the financial period ended 31 March 2019. | Resolution 1 |
| 3. To approve the payment of Directors' fees amounting to RM150,000 for the financial period ending 31 March 2020. | Resolution 2 |
| 4. To re-elect the Director, En. Mohammad Sobri bin Saad, who retires in accordance with Article 86 of the Company's Constitution. | Resolution 3 |
| 5. To re-elect the Director, En. Abdul Fattah bin Mohamed Yatim, who retires in accordance with Article 86 of the Company's Constitution. | Resolution 4 |
| 6. To re-appoint Messrs. Moore Stephens Associates PLT as auditors of the Company and to authorize the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS

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

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| 7. Authority to issue shares | Resolution 6 |
| <p>"THAT, subject always to the Companies Act 2016, the Company's Constitution and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time 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 10% of the total number of issue 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 Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."</p> | |
| 8. Ordinary Resolutions | |
| <p>- Continuing in office as Independent Non-Executive Directors</p> | |
| (i) "THAT authority be and is hereby given to Dato' Azahar Bin Rasul, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." | Resolution 7 |
| (ii) "THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to En. Abdul Fattah bin Mohamed Yatim, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." | Resolution 8 |

SPECIAL RESOLUTION

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| 9. Proposed Alteration of the Existing Memorandum and Articles of Association by Replacing with a New Constitution ("Proposed Alteration") | Resolution 9 |
| <p>"THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in Appendix A with effect from the date of passing this special resolution AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any 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".</p> | |
| 10. To transact any other business for which due notice shall have been given. | |

By Order of the Board

LAANG JHE HOW (MIA 25193)
Company Secretary

Kuala Lumpur
31 July 2019

Notes:-

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 4 September 2019 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/ her behalf.
- A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, participate, speak and vote in its stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- 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 in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 149A, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.

Explanatory notes :

a) Item 1 - Audited Financial Statement for the financial year ended 31 March 2019

The item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward for voting.

b) Ordinary Resolution 6 - Proposed authority to issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 75 of the Companies Act 2016 at the 9th AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the 8th AGM of the Company held on 6 September 2018 (hereinafter referred to as the "Previous Mandate").

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The General Mandate will enable the Directors of the Company to issue shares any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and / or acquisitions.

c) Ordinary Resolutions 7 and 8

Continuing In Office as Independent Non-Executive Directors

The Nomination Committee and the Board of Directors have assessed the independence of Dato' Azahar Bin Rasul and En. Abdul Fattah bin Mohamed Yatim who have served as the Independent Non-Executive Directors of the Company for a cumulative term of 9 years or more, and recommended them to continue acting as the Independent Non-Executive Directors of the Company based on the following justifications:-

- they fulfilled the criteria under the definition of Independent Director as stated in the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to provide a check and balance and bring an element of objectivity to the Board;
- they are familiar with the Company's business operations and are able to advise the Board diligently;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in Board discussion and provided an independent voice to the Board; and
- they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.

d) Resolution 9 : Proposed Alteration of the Existing Memorandum and Articles of Association by Replacing with a New Constitution ("Proposed Alteration")

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Listing Requirements of Bursa Securities and other provisions of laws and regulation that are applicable to the Company.

The Appendix A on the Proposed New Constitution of the Company, which is circulated together with the Notice of the 9th AGM dated 31 July 2019, shall take effect once the proposed Resolution 9 has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 9th AGM.

The proposed new Constitution is set out in the Circular to Shareholders dated 31 July 2019.