

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Seventh Annual General Meeting 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 on Wednesday, 25 September 2019 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

**AGENDA****ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of up to RM42,000 from 1 October 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association: -  
(a) Tan Sri Dato' Tan Hua Choon; **Ordinary Resolution 2**  
(b) Dato' Sri Tan Han Chuan; and **Ordinary Resolution 3**  
(c) En Minhat Bin Mion. **Ordinary Resolution 4**
- To re-appoint Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following as Ordinary Resolutions :-

**5. PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**"THAT** Maj Gen Dato' Osman Bin Mohd Zain (Rtd), a Director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, be retained as an Independent Non-Executive Director of the Company." **Ordinary Resolution 6**

**6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

**"THAT** subject always to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties, details as set out in Section 2.6, Part A of the Circular to Shareholders dated 31 July 2019, which are necessary for the day-to-day operations of the Group provided that the transactions are in the ordinary course of business carried out on an arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the minority shareholders of the Company."

**THAT** such approval shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the 27th Annual General Meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

**AND THAT** the Directors of the Company be authorised to complete and do all such acts, deeds and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate." **Ordinary Resolution 7**

To consider and, if thought fit, to pass the following as Special Resolution :-

**7. PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

**"THAT** the Company's existing Memorandum and Articles of Association be deleted in its entirety and in place thereof, the proposed new Constitution as set out in Part B of the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company.

**AND THAT** the Directors of the Company be hereby authorised to act for and on behalf of the Company to assent to any conditions, modifications 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." **Special Resolution 1**

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**Chong Siew Duan (MAICSA No. 7019353)**

Secretary

Kuala Lumpur  
Date: 31 July 2019

**Notes:**

- A member entitled to attend and vote at the 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 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(s) shall be invalid.
- 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 as defined under the Securities Industry (Central Depositories) Act 1991, 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 proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 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.
- The Proxy Form shall be deposited with the Company's Share Registrars, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the 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.