

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1st Floor, Sports Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 4 September 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 March 2019 together with the reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of up to RM36,000 for the period from 1 October 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 1**
3. To re-elect Mr Lee Yu-Jin, a Director retiring in accordance with Article 83 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect En Mohtar bin Abdullah, a Director retiring in accordance with Article 90 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-appoint Messrs RSM Malaysia as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolutions :-

6. **PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT Mr Ou Wee Sun, a Director who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years by 1 January 2020, be retained as an Independent Non-Executive Director of the Company." **Ordinary Resolution 5**
7. **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 Party, 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 Party 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:

- (a) the conclusion of the next annual general meeting of the Company following the 20th 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;
- (b) 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
- (c) 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 6**

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

8. **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**
9. 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

31 July 2019

**Notes:**

1. 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.
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 (an authorised nominee which is exempted from compliance with the provisions of Section 25A(1) of 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.
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 Registrars, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 general meeting shall be entitled to attend and vote at the general meeting, or appoint a proxy to attend, speak and vote on his behalf.