

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting ("AGM") of the Company will be held at **Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 22 August 2019 at 11.00 a.m.** for the purpose of considering the following businesses:-

AGENDA**Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and the Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To re-elect Dato' Seri Abdul Azim Bin Mohd Zabidi, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution. | Ordinary Resolution 1 |
| 3. To re-elect Mr Tan Sik Eek, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' fees of RM108,012 for the financial year ended 31 March 2019. | Ordinary Resolution 3 |
| 5. To approve the payment of Directors' fees of RM216,024 for the financial year ending 31 March 2020. | Ordinary Resolution 4 |
| 6. To approve the payment of Directors' Remuneration (excluding Directors' fees) payable to the Board of the Company and its subsidiaries amounting to RM24,000 for the financial period from 1 October 2019 until 30 September 2020. | Ordinary Resolution 5 |
| 7. To re-appoint Messrs. PKF Malaysia as the Auditors of the Company and to authorise the Directors to determine their remuneration for the ensuing year. | Ordinary Resolution 6 |

As Special Business

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

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| 8. As Ordinary Resolution | Ordinary Resolution 7 |
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- Authority to Issue Shares

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LEUNG KOK KEONG (MIA 8109)
LIM LEE KUAN (MAICSA 7017753)
NG SALLY (MAICSA 7060343)
Company Secretaries

31 July 2019
Kuala Lumpur

Notes:

- The Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 15 August 2019. Only depositor whose name appears on the Record of Depositors as at 15 August 2019 shall be entitled to attend, participate, speak and vote at this meeting.
- Each member entitled to attend and vote in person may appoint not more than two (2) proxies to attend, speak and vote in its stead but his attendance shall automatically revoke the proxy's authority.
- A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy. Where a Member appoints more than 1 proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of such Securities Account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar 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 forty-eight (48) hours before the time for holding the meeting, i.e. before 11.00 a.m., Tuesday, 20 August 2019, or at any adjourned thereof.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:**(i) Item 1 of the Agenda**

This agenda item is meant for discussion only, as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(ii) Items 4, 5 & 6 of the Agenda

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Twelfth AGM on the Directors' remuneration in three (3) separate resolutions as below:-

- Resolution 3 on payment of Directors' fees for the financial year ended 31 March 2019;
- Resolution 4 on payment of Directors' fees for the financial year ending 31 March 2020; and
- Resolution 5 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 1 October 2019 until 30 September 2020 ("Relevant Period").

The payment of the Directors' Fees for the financial year ended 31 March 2019 and financial year ending 31 March 2020 will only be made if the proposed Resolutions 3 and 4 have been passed at the Twelfth AGM pursuant to Regulation 105 of the Company's Constitution and Section 230(1) of the Act.

The Directors' remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

	Executive Directors (RM'000)	Independent Non-Executive Directors (RM'000)	Non- Independent Non-Executive Directors (RM'000)	Total (RM'000)
Meeting allowance	-	18	6	24
Other Benefits & Emolument	-	-	-	-
Total	-	18	6	24

The estimated total amount of remuneration (excluding Directors' Fees) for the Relevant Period of RM24,000 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.

Payment of Directors' fees for the financial year ending 31 March 2020 and Directors' Remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolutions 4 and 5 have been passed at the Twelfth AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' fees for the financial year ending 31 March 2020 and Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the financial period from 1 October 2019 until 30 September 2020. In the event where the payment of Directors' fees for the financial year ending 31 March 2020 and Directors' remuneration (excluding Directors' Fees) payable during the above period exceeded the estimated amount sought at the Twelfth AGM, a shareholders' approval will be sought at the next AGM.

(iii) Item 8 of the Agenda

The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This is the renewal of mandate obtained from the shareholders at the last AGM held on 4 September 2018 ("the Previous Mandate").

The Company has not issued any new shares under the Previous Mandate which was approved at the last AGM which will lapse at the conclusion of the Twelfth AGM to be held on 22 August 2019. Accordingly, no proceeds were raised at this juncture.

The purposes of this general mandate is for further possible fund raising exercises including but not limited to placement of shares for purpose of funding the Group's technology incubation fund, current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.