

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth (38th) Annual General Meeting ("38th AGM" and/or "AGM") of the Company will be held at Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuhraya Seberang Jaya, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Thursday, 29 August 2019 at 12.00 noon.

AGENDA

ORDINARY RESOLUTION

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon. (Please refer to Note 2)
2. To approve the payment of increased Directors' fees of RM72,000 in respect of the financial year ended 31 March 2019. 1
3. To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM29,000 from 30 August 2019 until the next AGM of the Company. 2
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:
 - 4.1 Dato' Dennis Chuah 3
 - 4.2 Mr. Sudesh A/L K.V. Sankaran 4
5. To re-appoint Messrs Grant Thornton as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Directors to fix their remuneration. 5

AS SPECIAL BUSINESS:

6. To consider and, if thought fit, pass the following Resolutions:
 - 6.1 **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
- Mr. Sudesh A/L K.V. Sankaran 6

"That, subject to his re-appointment as a Director of the Company under Ordinary Resolution 4, Mr. Sudesh A/L K.V. Sankaran, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be retained, to continue to act as an Independent Non-Executive Director of the Company".

- 6.2 **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016** 7

"That, subject to the Companies Act 2016 and the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deemed fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)



AS SPECIAL BUSINESS: (Cont'd)

6. To consider and, if thought fit, pass the following Resolutions: (Cont'd)

6.2 AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016 (Cont'd)

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"And that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and FURTHER THAT such authority shall continue to be in force until the conclusion of the Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier."

6.3 PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

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"That, subject to the Companies Act 2016, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share Buy Back") provided that:

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back. The Retained Profits of the Company based on its audited financial statements as at 31 March 2019 is RM9,852,971.
- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):
 - a) the shares so purchased may be cancelled; and/or
 - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or
 - d) in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

AS SPECIAL BUSINESS: (Cont'd)

6. To consider and, if thought fit, pass the following Resolutions: (Cont'd)

6.3 PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY (Cont'd)

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And that any authority conferred by this resolution may only continue to be in force until: (Cont'd)

- ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities."

6.4 PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

**SPECIAL
RESOLUTION**

"That approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association with immediate effect and in place thereof, the proposed new Constitution as set out in 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 and are hereby authorised to assent to any modifications, variations 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."

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

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as at 21 August 2019 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

CHAN YOKE YIN (MAICSA 7043743)
CHAN EOI LENG (MAICSA 7030866)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

31 July 2019

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)



NOTES:

1. PROXY

A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.

Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/ her holdings to be represented by each proxy.

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia by Tuesday, 27 August 2019 at 12.00 noon (not less than 48 hours before the time appointed for holding the Meeting). Faxed or emailed copies are not acceptable.

For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.

Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act, 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

3. DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Companies Act 2016 provides amongst others, that "fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate resolutions as follows:

Resolution 1: Payment of increased Directors' fees in respect of the financial year ended 31 March 2019

Resolution 2: Payment of Directors' benefits from 30 August 2019 until the next AGM

As part of its periodical review to ensure the Group remains competitive against its peer and with the heightened responsibilities and accountabilities required for Directors per current requirements under the Companies Act 2016, the Capital Markets & Services Act 2007 and the Malaysian Code on Corporate Governance, the Board at its Meeting held on 29 May 2019 approved the Remuneration Committee's recommendation that the Directors' fees per annum (p.a.) be revised as follows:

Directors' Fees	2015 – 2018 (RM)	2019 (RM)
Non-Executive Directors	12,000 p.a. (per Director)	18,000 p.a. (per Director)

The Directors' benefits payable to the Non-Executive Directors for the period from 30 August 2019 until the next AGM of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

NOTES: (Cont'd)

4 RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 3 AND 4

Dato' Dennis Chuah and Mr. Sudesh A/L K.V. Sankaran are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 38th AGM.

The Board has via the Nominating Committee conducted an assessment on the effectiveness and contributions of the said retiring Directors including their skills, experience, competency and commitment, and has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors on pages 11} to page 13} of the Annual Report 2019.

5 RE-APPOINTMENT OF AUDITORS

The Audit Committee ("AC") has carried out an assessment of the suitability and independence of the external auditors, Grant Thornton and was satisfied with the suitability of Grant Thornton based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC in its assessment also found Grant Thornton to be sufficiently objective and independent.

The Board therefore approved the AC's recommendation that the re-appointment of Grant Thornton as external auditors of the Company be put forward for the shareholders' approval at the 38th AGM.

6 RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 6 proposed under item 6.1, if passed, will allow Mr. Sudesh A/L K.V. Sankaran to continue to hold office as an Independent Non-Executive Director of the Company.

In line with the Malaysian Code on Corporate Governance, the Board on the recommendation of the Nominating Committee who has carried out an assessment of the Director has recommended that Mr. Sudesh A/L K.V. Sankaran who has served as Director of the Company for a cumulative term of more than twelve (12) years, be retained as Independent Non-Executive Director of the Company based on the following justifications:

- i) He has fulfilled the criteria under the definition of Independent Director pursuant to paragraph 1.01 of the Main LR of Bursa Securities as he is independent from management and free from any business or other relationship which could interfere with his independent judgment or ability to act objectively;
- ii) He remains independent and actively participate in board discussions and decision making of the Board and Board Committees. He remains objective and independent in expressing his views and voice on the Board;
- iii) He possesses insight and in depth knowledge of the Company's business operations and he is committed to devote sufficient time and attention to the Company;
- iv) He understands the Group and its businesses, the industry and challenges and therefore are able to contribute to the development of the Group;
- v) He is able to devote time and commitment to attend to the functions and duties as Independent Director, including attendance and informed participation at Board and Board Committee meetings; and
- vi) He acts in the best interest of all shareholders and will provide the check and balance to the Board.

In line with Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG"), the Company would seek shareholders' approval through a two-tier voting process as described in the Guidance to Practice 4.2 of the said MCCG to retain Mr. Sudesh A/L K.V. Sankaran, who has served as an Independent Non-Executive Director for more than twelve (12) years.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)



NOTES: (Cont'd)

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

The Ordinary Resolution 7 proposed under item 6.2, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company ("Share Mandate") for the time being for such purposes as the Directors consider would be in the interests of the Company.

This Share Mandate will expire at the conclusion of the next AGM of the Company, unless revoked or varied at a general meeting. With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. The Share Mandate will provide flexibility to the Company to undertake any shares issuance during the financial year without having to convene a general meeting. The rationale for this proposed Share Mandate is to allow for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In any event, the exercise of the mandate is only to be undertaken if the Board of Directors considers it to be in the best interest of the Company.

In addition, any delay arising from and thereby reducing the administrative time and costs associated with the convening of an Extraordinary General Meeting ("EGM") to approve such issuance of shares should be eliminated. However, the Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

This Share Mandate is a renewal of the mandate obtained from the shareholders of the Company at the AGM held on 28 August 2018. The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

8. PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

The Ordinary Resolution 8 proposed under item 6.3, if passed, will empower Directors to buy back the Company's own shares. This authority will expire at the next AGM of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.

Further information on the above Ordinary Resolution is set out in the Statement to Shareholders of the Company, which is sent out together with the Company's 2019 Annual Report.

9. SPECIAL RESOLUTION – PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The proposed amendments to the existing Memorandum and Articles of Association of the Company by replacement with a new Constitution of the Company will conduce mainly to the following purposes:

- a) To ensure compliance with the amended Main LR of Bursa Securities;
- b) To provide clarity and consistency with the amendments arising from the enforcement of the Companies Act 2016 and other relevant regulatory provisions; and
- c) To enhance administrative efficiency.

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

The Special Resolution proposed under item 6.4, shall take effect once it has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the forthcoming 38th AGM.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

NOTES: (Cont'd)

10. POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main LR of Bursa Securities, all the resolutions set out in this Notice will be put to vote by poll except for Agenda 1.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main LR of Bursa Securities)

The details of Directors standing for re-election are set out in the Profile of Directors and the details of their interest in the securities of the Company are disclosed in this Annual Report.