

NOTICE OF TWELFTH ANNUAL GENERAL MEETING



(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting (“AGM”) of the Company will be held at Creator Hotel Ballroom, 3rd Floor, Kulai Centre Point, Lot 1566, Batu 20, Jalan Kulai-Air Hitam, 81000 Kulai, Johor Darul Takzim on Tuesday, 24 September 2019 at 2.00 pm for the purpose of transacting the following businesses: -

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2019 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees and benefits up to RM63,000 for the period from 24 September 2019 until the next Annual General Meeting of the Company to be held in 2020. *Ordinary
Resolution 1*
3. To re-elect the following Directors retiring pursuant to the Articles of the Company’s Constitution and being eligible, have offered themselves for re-election: -
 - (i) Dato’ Sri Lee Hock Seng (Article 86) *Ordinary
Resolution 2*
 - (ii) Dato’ Sri Lee Hock Chai (Article 86) *Ordinary
Resolution 3*
 - (iii) Lee Yee Ling (Article 92) *Ordinary
Resolution 4*
 - (iv) Lim Peng Peng (Article 92) *Ordinary
Resolution 5*
 - (v) Patricia Rangene Packium (Article 92) *Ordinary
Resolution 6*
4. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary
Resolution 7*

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ISSUE SHARES**

“THAT pursuant to Section 75 and 76 of the Companies Act 2016 (“Act”) and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered 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 *Ordinary
Resolution 8*

the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per cent of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”

6. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Act, provisions in the Company’s Constitution, the Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“**Proposed Renewal of Share Buy-Back**”) 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 interest of the Company PROVIDED THAT:-

*Ordinary
Resolution 9*

- (i) the aggregate number of shares purchased or held 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 fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the unappropriated profit of the Company. As at the latest financial year ended 30 April 2019, the audited unappropriated profit of the Company stood at RM4,498,907;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
 - (a) at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first;

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (a) to cancel the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or

(d) in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Board of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company.”

7. To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given.

By Order of the Board

Lim Seck Wah (MAICSA 0799845)
M. Chandrasegaran A/L S. Murugasu (MAICSA 0781031)
Ng Chye Huat (MIA No.14186)
Company Secretaries
Kuala Lumpur

26 August 2019

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Twelfth AGM, the Company shall be requesting the Record of Depositors as at 19 September 2019. Only a depositor whose name appears on the Record of Depositors as at 19 September 2019 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint a maximum of two proxies to attend and vote in his/her stead, and that a proxy need not be a member of the Company.
3. The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
4. If the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy but not more than two proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.
6. 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 authorized nominee may appoint in respect of each omnibus account it holds.
7. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business

Ordinary Resolution 8 – Authority to Issue Shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 75 and 76 of the Act at the Twelfth AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions.

The Company did not issue any new shares under the general mandate which was approved at its Eleventh AGM held on 20 September 2018.

Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority

The Company has at the Eleventh AGM on 20 September 2018, seek for shareholders' mandate to exercise the power to buy-back its' shares during the financial year. The mandate will be expired at the conclusion of the Twelfth AGM.

The Board would like to seek for shareholders' mandate at the Twelfth AGM.

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total unappropriated profit of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The details on the Proposed Renewal of Share Buy-Back are set out in the Share Buy-Back Statement dated 26 August 2019 which is in the Company's Annual Report 2019.