



NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("21st AGM") of the Company will be held at the Royal Ballroom of the Kelab Golf Sultan Abdul Aziz Shah, No. 1 Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 4 October 2019 at 11.00 a.m. to transact the following businesses:-

ORDINARY BUSINESS

1. To lay the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 30 April 2019. (Please refer to Explanatory Note)
2. 2.1 To re-elect the following Directors who retire in accordance with Article 83 of the Company's Constitution and who being eligible offer themselves for re-election:-
 - (i) Kan Yow Kheong (Ordinary Resolution 1)
 - (ii) Lim Yoke Soo (Ordinary Resolution 2)
 - (iii) Kan Mun Hoow (Ordinary Resolution 3)
 - (iv) Low Chin Ann @ Han Chin Ann (Ordinary Resolution 4)
 - (v) Lai Yew Choong (Ordinary Resolution 5)
 - (vi) Clifton Heath Fernandez (Ordinary Resolution 6)
- 2.2 To re-elect Lye Mei Ruo who retires in accordance with Article 85 of the Company's Constitution and who being eligible offers herself for re-election. (Ordinary Resolution 7)
3. To approve the payment of Directors' Fee of RM108,000 in respect of the financial year ending 30 April 2020. (Ordinary Resolution 8)
4. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)

SPECIAL BUSINESS

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

5.1 Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act") (Ordinary Resolution 10)

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

5.2 Proposed Renewal of Authority for the Purchase by the Company of Its Own Ordinary Shares (Ordinary Resolution 11)

"THAT subject to the rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Listing Requirements of Bursa Securities and any other relevant authorities, the Board be and is hereby authorised to purchase the Company's shares through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-

- a. the maximum number of the Company's shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total issued share capital of the Company;
- b. the maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the aggregate of the retained profits of the Company;
- c. the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
- d. upon completion of the purchase(s) of the Company's shares by the Company, the Board be and is hereby authorised to retain the Company's shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND that the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Company's shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

5.3 Proposed Adoption of the New Constitution Special Resolution

"THAT approval be hereby given to revoke the existing Constitution and in place thereof, the proposed new Constitution of the Company, as set out in Appendix I of the Statement/Circular to Shareholders dated 30 August 2019 despatched together with the Company's Annual Report 2019 be and is hereby adopted as the new Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment 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 effect to the foregoing."

6. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

CYNTHIA GLORIA LOUIS (MAICSA 7008306)

CHEW MEI LING (MAICSA 7019175)

TAN AI PENG (MAICSA 7018419)

Secretaries

Petaling Jaya

Selangor Darul Ehsan

30 August 2019

Notes:

- (1) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 30 September 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 21st AGM.
- (2) A member entitled to attend and to vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy shall be entitled to vote on a show of hands on any question at general meeting and shall have the same rights as the member to speak at the meeting. There shall be no restriction as to the qualification of the proxy.
- (3) A member who is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (4) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (5) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (6) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorized in writing or, in case of corporation, shall be given either under its common seal or under the hand of an officer or attorney duly authorized.
- (7) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (Formerly known as Symphony Share Registrars Sdn. Bhd.) of 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 for holding the meeting or any adjournment thereof.

Explanatory Notes:-

1. **Directors' Report, Audited Financial Statement and the Auditors' Report for the Financial Year Ended 30 April 2019**
The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this item 1 of the Agenda is not put forward for voting.

2. Resolution 8 - Directors' Fee

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a Meeting of Members. The Company is requesting shareholders' approval for the payment of Remuneration to Directors for the financial year ending 30 April 2020 in accordance with the remuneration structure set out below:-

Remuneration Structure:	Annual Meeting Allowance per Director (RM)
Senior Independent Non-Executive Director	18,000
Executive Director and Independent No-Executive Director	12,000

3. Special Business Ordinary Resolution 10 – Mandate to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The Directors did not issue any new shares pursuant to the existing mandate which will lapse at the conclusion of the 21st AGM.

The proposed resolution if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming 21st AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions or the issuance of shares as a consideration for the acquisition of assets.

4. Special Business Ordinary Resolution 11 - Proposed Renewal of Authority for the Purchase by the Company of Its Own Ordinary Shares

The Ordinary Resolution, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued share capital of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information on the Proposed Share Buy-Back, please refer to the Share Buy-Back Statement dated 30 August 2019 accompanying the 2019 Annual Report.

5. Special Business Special Resolution - Proposed Adoption of the New Constitution

The Special Resolution, if passed will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to Main Market Listing Requirements and enhance administrative efficiency.

The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in Appendix I of the Statement/Circular to Shareholders dated 30 August 2019 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority or not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 21st Annual General Meeting.