

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company shall be held at Greens I, Golf Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 5 December 2019 at 9:00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and the Auditors thereon. **(Please refer Note 1)**
- To declare a final single-tier dividend of 0.50 sen per ordinary share for the financial year ended 30 June 2019. **Resolution 1**
- To approve the payment of Directors' fees amounting to RM124,800.00 for the financial year ended 30 June 2019. **Resolution 2**
- To approve an amount of up to RM30,000.00 as benefits payable to the Non-Executive Directors from 6 December 2019 until the next Annual General Meeting of the Company to be held in 2020. **Resolution 3**
- To re-elect the following Directors who shall retire pursuant to Article 129 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - Datin Wang Mei Ling **Resolution 4**
 - Mr. Goh Kok Sing **Resolution 5**
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**
- As Special Business:

To consider and, if thought fit, with or without any modification, to pass the following resolutions as ordinary and special resolutions:

(a) ORDINARY RESOLUTION NO. 1
-AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016
"THAT subject always to the Companies Act 2016 ("**the Act**"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 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 Securities; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**

(b) ORDINARY RESOLUTION NO. 2
-RETENTION OF DATO' PHILIP CHAN HON KEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT approval be and is hereby given to retain Dato' Philip Chan Hon Keong as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 8**

(c) ORDINARY RESOLUTION NO. 3
-RETENTION OF MR. KOAY KAH EE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT approval be and is hereby given to retain Mr. Koay Kah Ee as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 9**

(d) ORDINARY RESOLUTION NO. 4
-RETENTION OF MR. LEW JIN AUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT approval be and is hereby given to retain Mr. Lew Jin Aun as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance." **Resolution 10**

(e) SPECIAL RESOLUTION
-PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
"THAT approval be and is hereby given for the Company to adopt the new Constitution in the form and manner as set out in Appendix I of the Annual Report 2019, in place of the existing Memorandum and Articles of Association 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 any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the foregoing." **Resolution 11**
- To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the final single-tier dividend of 0.50 sen per ordinary share for the financial year ended 30 June 2019 will be payable on 26 December 2019 to depositors whose names appear in the Record of Depositors at the close of business on 10 December 2019 if approved by the members at the Thirteenth Annual General Meeting.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:30 p.m. on 10 December 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
 CHUA SIEW CHUAN (MAICSA 0777689)
 CHIN MUN YEE (MAICSA 7019243)
 Company Secretaries
 Kuala Lumpur
 14 October 2019

Explanatory Notes:

- Approval for the payment of benefits payable to the Non-Executive Directors**
 The Directors' benefits comprise the meeting allowances payable to the Non-Executive Directors.
- Authority to Issue Shares pursuant to the Companies Act 2016 ("Act")**
 The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).
 As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting of the Company held on 6 December 2018 and which will lapse at the conclusion of the Thirteenth Annual General Meeting of the Company.
- Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance ("MCCG")**
 - The proposed adoption of the Ordinary Resolution No. 2 is to retain Dato' Philip Chan Hon Keong ("**Dato' Philip**") as an Independent Non-Executive Director of the Company.
 Dato' Philip was appointed as an Independent Non-Executive Director of the Company on 18 January 2008, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for eleven (11) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.
 - The proposed adoption of the Ordinary Resolution No. 3 is to retain Mr. Koay Kah Ee ("**Mr. Koay**") as an Independent Non-Executive Director of the Company.
 Mr. Koay was appointed as an Independent Non-Executive Director of the Company on 18 January 2008, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for eleven (11) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.
 - The proposed adoption of the Ordinary Resolution No. 4 is to retain Mr. Lew Jin Aun ("**Mr. Lew**") as an Independent Non-Executive Director of the Company.
 Mr. Lew was appointed as an Independent Non-Executive Director of the Company on 2 January 2009, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the Notice of the Annual General Meeting, he has served the Company for ten (10) years and nine (9) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.
- Proposed Adoption of New Constitution of the Company**
 The proposed adoption of the Special Resolution is to bring the Company's Memorandum and Articles of Association ("**M&A**") in line with the amendments that arise from the Act, the revised Bursa Malaysia Securities Berhad Main Market Listing Requirements and MCCG as well as enhancing administrative efficiency. In view of the substantial amount of amendments to be made, the Board proposed that the existing M&A of the Company be abolished and be replaced in its entirety with a new Constitution which incorporated all the proposed amendments.

Notes:

- The Agenda item no. 1 is meant for discussion only. The provision of Section 340(1)(a) of the Act do not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 30 June 2019. Hence, this Agenda item is not put forward for voting.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 November 2019 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
- Where the member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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 ("**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 (in the common or usual form) under the hand of the appointor or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or the power of attorney under which it is executed or a certified copy thereof shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting.