

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on **Thursday, 21 November 2019 at 11.00 a.m.** for the following purposes:-

AGENDA

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial period ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. 2. To approve the payment of Directors' fees of RM329,000 for the financial period ended 30 June 2019. 3. To approve the payment of Directors' benefits of up to RM55,500 for the period from 22 November 2019 until the next Annual General Meeting of the Company. 4. To re-elect the following Directors retiring pursuant to Article 111 of the Company's Articles of Association:- <ol style="list-style-type: none"> 4.1 Dato' Dr. Tan Seng Chuan 4.2 Monteiro Gerard Clair 5. To re-elect Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP retiring pursuant to Article 97 of the Company's Articles of Association. 6. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. | <p>Please see Explanatory Note 1</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> |
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SPECIAL BUSINESS

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

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| <ol style="list-style-type: none"> 7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016 | <p>Ordinary Resolution 7</p> |
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"THAT, subject to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Companies Act, 2016, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued 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 and that the Directors be and are hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."

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| <ol style="list-style-type: none"> 8. PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES | <p>Ordinary Resolution 8</p> |
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"THAT, subject to the Companies Act, 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Company's Memorandum and Articles of Association, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number 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 interest of the Company provided that:-

- (i) the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to 10% of the total number of issued shares of the Company at the time of purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) 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 Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and any other relevant authorities; and
- (iv) upon completion of the purchase(s) of the ordinary shares by the Company, the Directors of the Company be and are hereby authorised to cancel all the shares so purchased or retain all the shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act) or retain part thereof as treasury shares and cancelling the balance, and in any 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 Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase(s) of the ordinary shares in the Company 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 Directors may deem fit and expedient in the best interest of the Company."

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| <ol style="list-style-type: none"> 9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE") | <p>Ordinary Resolution 9</p> |
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"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in Section 2.3, Part B of the Statement/Circular to Shareholders dated 23 October 2019, subject to the following:-

- (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for the day-to-day operations; on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- (b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted during the financial year.

THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) it is revoked or varied by resolution passed by shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

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| <ol style="list-style-type: none"> 10. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY | <p>Special Resolution 1</p> |
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"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix 1 in the Notice of 14th Annual General Meeting be approved and adopted as the Constitution of the Company **AND THAT** the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any 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."

11. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board

Chow Yuet Kuen (MAICSA 7010284)
 Lau Fong Siew (MAICSA 7045893)
 Chartered Secretaries

Kuala Lumpur
 23 October 2019

Explanatory Notes

1. **Audited Financial Statements**
 This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
2. **Ordinary Resolution 1 – Directors' Fees**
 The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors' fees in respect of the financial period ended 30 June 2019 amounting to RM329,000. These Directors' fees of RM329,000 exclude the fees paid to the Directors for the period from 1 April 2018 to 31 August 2018 which had been approved by the shareholders at the Annual General Meeting held on 14 September 2017.
3. **Ordinary Resolution 2 – Directors' Benefits**
 The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committees and general meetings for the period from 22 November 2019 until the next Annual General Meeting in 2020. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the numbers of Non-Executive Directors involved in these meetings.
4. **Ordinary Resolution 7 – Authority to Issue Shares under Section 75 and 76 of the Companies Act, 2016**
 The proposed Ordinary Resolution 7, if passed, is to empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This approval is sought to avoid any delay and costs involved in convening a general meeting of the Company to approve such issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.
 The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to issuance of new shares for funding investment projects, working capital and/or acquisitions.
 The general mandate sought for the issue of shares is a renewal of the general mandate which was approved by shareholders at the last Annual General Meeting held on 5 September 2018. As at the date of this Notice, the Company had issued 135,587,700 new ordinary shares at an issue price of RM0.068 each by way of private placement pursuant to the said general mandate granted by the shareholders at the last Annual General Meeting.
 Further information on the purpose and utilisation of proceeds from the private placement is set out under the additional information on page 122 of the Annual Report 2019.
5. **Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority**
 The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 Further information on the Proposed Renewal of Share Buy-Back Authority is set out in Part A of the Statement/Circular to Shareholders dated 23 October 2019 which is dispatched together with the Annual Report 2019.
6. **Ordinary Resolution 9 – Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 The proposed Ordinary Resolution 9, if passed, will empower the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature in a timely manner. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.
 Further information on the Proposed Shareholders' Mandate is set out in Part B of the Statement/Circular to Shareholders dated 23 October 2019 which is dispatched together with the Annual Report 2019.
7. **Special Resolution 1 – Proposed Adoption of New Constitution of the Company**
 The proposed Special Resolution 1, if passed, will align the Company's Constitution with the new provisions of the Companies Act, 2016, the amendments made to the ACE Market Listing Requirements and enhance administrative efficiency.

Notes

- Proxy**
- (i) A member of the Company entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company.
 - (ii) 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 authorised nominee may appoint in respect of each Omnibus Account it holds.
 - (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under Seal or under the hand of an officer or attorney duly authorised.
 - (iv) The instrument appointing a proxy must be deposited at the registered office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.
 - (v) If you wish to attend the meeting yourself, please do not submit any Proxy Form for the meeting that you wish to attend. You will not be allowed to attend the meeting together with a proxy appointed by you.
 - (vi) If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the Help Desk to revoke the appointment of your proxy.
 - (vii) Fax copy of the duly executed Proxy Form is not acceptable.

General Meeting Record of Depositors

Only members whose names appear in the Record of Depositors as at 11 November 2019 shall be entitled to attend and vote at the 14th Annual General Meeting or appoint a proxy to attend and vote on his behalf.

Registration

- (i) Registration will start at 9.30 am.
- (ii) Please produce your original Identity Card (IC) to the registration staff for verification. Please make sure you collect your IC thereafter.
- (iii) Upon verification, you are required to write your name and sign on the attendance list placed on the registration table.
- (iv) You are not allowed to register on behalf of another person even with the original IC of the other person.

Voting

All the resolutions will be put to vote by poll.