

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth ("13th") Annual General Meeting ("AGM") of the Company will be held at No. 1, Jalan TP 7/7, Sime UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan on Thursday, 28 November 2019 at 10.00 a.m. 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 June 2019 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees and benefits totaling to RM 304,300 for the financial year ended 30 June 2019. **Ordinary Resolution 1**
3. To approve the payment of Directors' Fees and Benefits totaling to RM335,908 and Meeting Allowance of RM1,000 per meeting for the period from 1 July 2019 until the next AGM of the Company and that the Directors' Fees be payable quarterly in arrears and the Meeting Allowance be payable after the meeting in arrears. **Ordinary Resolution 2**
4. 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 :-
 - 4.1 Mr Fong See Ni (Article 83) **Ordinary Resolution 3**
 - 4.2 Mr Lu Chee Leong (Article 83) **Ordinary Resolution 4**
 - 4.3 Mr Woon Yeow Thong (Article 83) **Ordinary Resolution 5**
 - 4.4 Mr Michael Aw Ming Han (Article 90) **Ordinary Resolution 6**
5. To re-appoint Messrs BDO PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions: -

6. **PROPOSED RENEWAL OF AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) OF THE COMPANIES ACT 2016** **Ordinary Resolution 8**

"THAT pursuant to Section 75 (1) of the Companies Act 2016 ("Act") and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new 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 the aggregate number of shares allotted pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company thereat AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

NOTICE OF 13th ANNUAL GENERAL MEETING

7. RETENTION OF DIRECTORS AS INDEPENDENT DIRECTORS OF THE COMPANY

"THAT the following directors who have served the Company for more than 9 years be retained as Independent Non-Executive Directors and to hold office until the conclusion of the next Annual General Meeting :-

- 7.1 Datuk Aznam Bin Mansor
- 7.2 Mr Lu Chee Leong
- 7.3 Dr Tou Teck Yong".

Ordinary Resolution 9
Ordinary Resolution 10
Ordinary Resolution 11

8. 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

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)
LIM SECK WAH (MAICSA NO. 0799845)
Company Secretaries

Dated: 25 October 2019
Selangor Darul Ehsan

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 22 November 2019. Only a depositor whose name appears on the Record of Depositors as at 22 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend in his/her 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 a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. (i) Where a member of the Company is an authorized nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.

(ii) Where a member of the Company is an exempt authorized 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 authorized 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 authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.

NOTICE OF 13th ANNUAL GENERAL MEETING

5. The instrument appointing the proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of attorney, must be deposited at the Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suites, Avenue 3, Bangsar South, No.8, Jalan Kerichi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

6. **Explanatory notes on Special Business**

- 6.1 **Resolution on Renewal of Authority To Allot Shares**

The proposed Ordinary Resolution 8 is to seek renewal of the mandate from shareholders. The resolution if duly passed, is primarily to give the flexibility and authority to the Directors of the Company, from the date of the forthcoming 12th AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company thereat, for such purposes as they consider would be in the best interest 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 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 issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, the Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion. This authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company pursuant to Section 75(1) of the Companies Act 2016 since obtaining the said authority from its shareholders at the last AGM held on 22 November 2018.

- 6.2 **Resolution Pursuant to Retention As Independent Directors**

The proposed Ordinary Resolutions 9, 10 and 11 will allow the Directors, Datuk Aznam Bin Mansor, Mr Lu Chee Leong and Dr Tou Teck Yong who have served for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company as: -

- i) They fulfil the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus they are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- ii) They understand the business nature and office structure;
- iii) They provide the Board valuable advice and insight;
- iv) They actively participate in Board deliberations and decision making in an objective manner; and
- v) They uphold independent decision and challenges the management objectively.