

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Ninth 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 **Wednesday, 27 November 2019 at 11.00 a.m.** for the following purposes:-

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| <p style="text-align: center;"><b>AGENDA</b></p> <ol style="list-style-type: none"> <li>1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon.</li> <li>2. To approve the payment of Directors' fees of RM631,400 (2018: RM544,425) for the financial year ended 30 June 2019.</li> <li>3. To approve the payment of Directors' benefits of up to RM50,000 for the period from 28 November 2019 until the next Annual General Meeting of the Company.</li> <li>4. To re-elect the following Directors retiring pursuant to Article 85 of the Company's Articles of Association:-             <ol style="list-style-type: none"> <li>4.1 Dato' Dr. Tan Seng Chuan</li> <li>4.2 Ho Phon Guan</li> <li>4.3 Mai Mang Lee</li> </ol> </li> <li>5. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration.</li> </ol> | <p><b>Please see Explanatory Note 1</b></p> <p><b>Ordinary Resolution 1</b></p> <p><b>Ordinary Resolution 2</b></p><br><p><b>Ordinary Resolution 3</b></p> <p><b>Ordinary Resolution 4</b></p> <p><b>Ordinary Resolution 5</b></p> <p><b>Ordinary Resolution 6</b></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"> <li>6. <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016</b><br/> <b>"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."</b></li> <li>7. <b>PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES</b><br/> <b>"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, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements 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:-</b> <ol style="list-style-type: none"> <li>(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;</li> <li>(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;</li> <li>(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</li> <li>(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.</li> </ol> <b>AND THAT</b> 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."</li> <li>8. <b>PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS</b><br/> <b>"THAT</b> the following Independent Non-Executive Directors, who have served for a cumulative term of more than nine (9) years, be and are hereby retained and continue to act as Independent Non-Executive Directors of the Company:-             <ol style="list-style-type: none"> <li>(i) Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP</li> <li>(ii) Oh Seong Lyee</li> </ol> </li> <li>9. <b>PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY</b><br/> <b>"THAT</b> 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 9th 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."</li> <li>10. 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.</li> </ol> | <p><b>Ordinary Resolution 7</b></p><br><p><b>Ordinary Resolution 8</b></p><br><p><b>Ordinary Resolution 9</b></p> <p><b>Ordinary Resolution 10</b></p> <p><b>Special Resolution 1</b></p> |
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By Order of the Board

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

Kuala Lumpur  
25 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 year ended 30 June 2019 amounting to RM631,400 (2018: RM544,425).*
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 28 November 2019 to 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 in total 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 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 27 November 2018. As at the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of the 9th Annual General Meeting.  
The renewal of 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.**
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 the Statement to shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 25 October 2019 which is dispatched together with the Annual Report 2019.*
6. **Ordinary Resolutions 9 and 10 – Retention of Independent Non-Executive Directors**  
*Both the Nomination Committee and the Board have assessed the independence of Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP and Mr Oh Seong Lyee who have served as Independent Non-Executive Directors for a cumulative term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-*
  - (a) *They have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, they would be able to provide check and balance and bring an element of objectivity to the Board.*
  - (b) *They have been with the Company for more than nine (9) years and therefore understand the Company's business operations extensively, enabling them to participate actively and contribute positively in deliberation and decision making of the Board and Board Committees.*
  - (c) *They exercise due care and diligence as Independent Non-Executive Directors of the Company and carry out their professional duties in the interest of the Company and shareholders.*
7. **Special Resolution 1 – 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 Main Market Listing Requirements and enhance administrative efficiency.*

**Notes**

- Proxy**
- (i) *A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the proxy shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
  - (ii) *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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) *A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
  - (iv) *In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.*
  - (v) *The instrument appointing a proxy must be deposited at the Company's Registered Office situated at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.*
  - (vi) *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.*
  - (vii) *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.*
  - (viii) *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 15 November 2019 shall be entitled to attend and vote at the 9th Annual General Meeting or appoint a proxy to attend and vote on his behalf.*

**Registration**

- (i) *Registration will start at 9.00 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.*