

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty Second ("22nd") Annual General Meeting ("AGM") of the Company will be held at Galleria 1 (Lobby Level), Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, on Friday, 22 November 2019 at 2.00 p.m. to transact the following business: -

**As Ordinary Business:**

1. To receive and adopt the Financial Statements for the year ended 30 June 2019 and the Reports of Directors and Auditors thereon.
2. To re-elect the following directors who retire pursuant to Article 125 of the Company's Articles of Association (Company's Constitution): -
  - a) Mr Sin Kheng Lee Ordinary Resolution 1
  - b) Mr Sin Ching San Ordinary Resolution 2
  - c) Ms Chou Lee Sin Ordinary Resolution 3
  - d) Ms Sin Siew Huey Ordinary Resolution 4
  - e) Ms Sin Tze Yi Ordinary Resolution 5
  - f) Dato' Moehamad Izat bin Achmad Habechi Emir Ordinary Resolution 6
  - g) Mr You Tong Lioung @ Yew Tong Leong Ordinary Resolution 7
  - h) Ms Lai Lan Man @ Lai Shuk Mee Ordinary Resolution 8
  - i) Encik Mohd Arif Bin Mastol Ordinary Resolution 9
3. To approve Directors' Fees of RM190,000/- for the year ended 30 June 2019. Ordinary Resolution 10
4. To re-appoint Messrs KPMG PLT as auditors of the Company to hold office until the conclusion of the next AGM and to authorise the directors to fix their remuneration. Ordinary Resolution 11

**As Special Business**

To consider and if thought fit, to pass the following Resolutions with or without modification: -

5. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act") Ordinary Resolution 12
 

"That pursuant to Sections 75 and 76 of the Act and subject to the approval of the relevant authorities, the directors be and are hereby empowered to issue 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 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 the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
6. Retention of Independent Directors
 

"That the following Directors be retained as Independent Directors of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next AGM: -

  - a) Mr You Tong Lioung @ Yew Tong Leong Ordinary Resolution 13
  - b) Ms Lai Lan Man @ Lai Shuk Mee Ordinary Resolution 14
  - c) Encik Mohd Arif Bin Mastol Ordinary Resolution 15

7. Proposed adoption of the New Constitution of the Company Special Resolution 1
 

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association (Constitution) of the Company and in place thereof, the proposed new Constitution, as set out in the Appendix I dispatched together with the Company's Annual Report be and is hereby adopted as the Constitution of the Company ("Proposed Adoption").

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities (if any) and to take all steps and do all acts and things as may be considered necessary or expedient in order to implement, finalise and give full effect to the Proposed Adoption."
8. To transact any other business of which due notice shall have been given.

By Order of the Board

Chin Lee Phing (MAICSA 7057836)  
Company Secretary  
Penang, 31 October 2019

**Notes:**

**Appointment of Proxy: -**

1. A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), it may 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.
3. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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 its holds.  
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the proxy form must be deposited at the Company's Registered Office at 2nd Floor, Wisma Penang Garden, 42 Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 75(3)(2) of the Company's Articles of Association ("Company's Constitution") and Paragraph 7.16(2) of the Main Market Listing Requirements ("MMLR") of Bursa Securities, a Record of Depositors ("ROD") as at 15 November 2019. Only Depositor whose name appears on such ROD and the appointed proxy holder/representative shall be entitled to attend, speak and vote at the AGM.

**Explanatory Notes on Ordinary Business: -**

1. Agenda 1 is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

**Explanatory Notes on Special Business: -**

1. The proposed Ordinary Resolution 12 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act, 2016 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 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.  
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 last AGM held on 30 November 2018 and which will lapse at the conclusion of the Twenty Second AGM.  
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
2. The proposed Ordinary Resolutions 13, 14 and 15, if passed, will retain Mr You Tong Lioung @ Yew Tong Leong, Ms Lai Lan Man @ Lai Shuk Mee and Encik Mohd Arif Bin Mastol as Independent Directors of the Company to fulfill the requirements of paragraph 3.04 of Bursa Securities' MMLR and in line with the recommendation no. 3.3 of the Malaysian Code of Corporate Governance 2012.  
The details of the Board's justification and recommendation for the retention of the Independent Directors are set out in the Corporate Governance Overview Statement in the 2019 annual report.
3. The Special Resolution 1, if passed, will streamline the Company's Constitution with the new provisions of the Act, amendments made to MMLR and to enhance administrative efficiency. The proposed adoption of new Company's Constitution is set out in the Appendix I dispatched together with the Company's Annual Report. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 22nd AGM of the Company.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.