



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirteenth ("13th") Annual General Meeting of the Company will be held at the Auditorium of Signature International Berhad at Lot No. 24, Jalan Teknologi, Taman Sains Selangor 1, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Monday, 2 December 2019 at 10.00 a.m. for the following purposes:-

## AGENDA

## AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon.  
**Please refer to the Explanatory Notes to the Agenda**
- To approve the payment of Directors' fees and benefits payable amounting to RM186,000.00 to the Directors of the Company from 2 December 2019 until the next Annual General Meeting of the Company.  
**Ordinary Resolution 1**
- To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company and being eligible, have offered themselves for re-election:-  
a) Mr Tan Kee Choong **Ordinary Resolution 2**  
b) Datuk Seri Dr. Mohd Shafei Bin Abdullah **Ordinary Resolution 3**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 4**

## AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions, with or without any modification(s):-

- Final single tier dividend of 1.0 sen per share in respect of the financial year ended 30 June 2019** **Ordinary Resolution 5**  
To declare a final single tier dividend of 1.0 sen per share in respect of the financial year ended 30 June 2019.
- Proposed continuation in office of Mr Yap Khong as Senior Independent Non-Executive Director** **Ordinary Resolution 6**  
"THAT approval be and is hereby given to Mr Yap Khong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as a Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."
- Proposed continuation in office of Mr Wong Maw Chuan as Independent Non-Executive Director** **Ordinary Resolution 7**  
"THAT approval be and is hereby given to Mr Wong Maw Chuan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."
- Proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 8**  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act") and subject to the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

- Proposed Renewal of Shareholders' Mandate for Share Buy-Back** **Ordinary Resolution 9**  
"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount 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 ("Share Buy-Back Mandate") provided that:  
(a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of the issued shares of the Company as at the point of purchase(s);  
(b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and  
(c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not 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 guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

## NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that the final single tier dividend of 1.0 sen per share for the financial year ended 30 June 2019, if approved at the Thirteenth Annual General Meeting, will be paid on Monday, 6 January 2020 to Depositors whose names appear in the Record of Depositors on Friday, 20 December 2019.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on Friday, 20 December 2019 in respect of 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

**TE HOCK WEE (MAICSA 7054787)**

**WONG WAI FOONG (MAICSA 7001358)**

Company Secretaries

Kuala Lumpur

31 October 2019

## Notes:

- A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be 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 under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy must be deposited at the Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy shall not be treated as valid.
- For the purpose of determining who shall be entitled to attend, speak and vote at this meeting, the Company shall request the Record of Depositors as at 22 November 2019. Only a depositor whose name appears in 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 on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

## EXPLANATORY NOTES TO THE AGENDA

(a) **Item 1 of the Agenda****To receive the Audited Financial Statements**

This item is meant for discussion only. The provision of Section 340(1)(a) of the Companies Act 2016 does not require an approval from the shareholders for the Audited Financial Statements. As such, this Agenda item will not be put for voting.

(b) **Ordinary Resolutions 2 and 3****Re-election of Directors**

Mr Tan Kee Choong and Datuk Seri Dr. Mohd Shafei Bin Abdullah are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 13th AGM.

The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

(c) **Ordinary Resolution 5****Final Single Tier Dividend**

Pursuant to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 6 January 2020.

(d) **Ordinary Resolutions 6 and 7****Proposed continuation in office of Mr Yap Khong and Mr Wong Maw Chuan as Independent Directors**

The Board of Directors, through the Nomination Committee, had conducted annual performance evaluation and assessment on Mr Yap Khong and Mr Wong Maw Chuan both who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and had recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- They had fulfilled the criteria under the definition of Independent Directors as stated in the Listing Requirements, and hence they would be able to bring the element of objectivity, independent judgement and balance to the Board;
- They are knowledgeable and have applied their vast experience and exercised due care during their tenure as Independent Non-Executive Directors of the Company. They have carried out their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the best interest of the Company, shareholders and stakeholders;
- They have been with the Company long and therefore understand the Company's business operations which enable them to participate actively and contribute during Board and Board Committee meetings; and
- They exhibited high commitment and devoted sufficient time and efforts to attend the meetings for informed and balanced decision making.

(e) **Ordinary Resolution 8****Proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This proposed Resolution, if passed, will empower the Directors to allot up to a maximum of 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 authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The purpose of this general mandate is for possible fund-raising exercise for the purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest 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 Annual General Meeting held on 3 December 2018 and the mandate will lapse at the conclusion of the 13th AGM.

(f) **Ordinary Resolution 9****Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company. Please refer to the Statement to Shareholders dated 31 October 2019 accompanying the Annual Report of the Company for the financial year ended 30 June 2019 for further information.