

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Friday, 29 November 2019 at 11:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Note No. 7)*
2. To approve the payment of Directors' fees on a monthly basis from 30 November 2019 until the Tenth Annual General Meeting as follows:
 - (a) Independent Non-Executive Chairman – RM3,000.00 per month
 - (b) Independent Non-Executive Director cum Audit Committee Chairman – RM3,000.00 per month
 - (c) Executive Director cum Managing Director – RM2,500.00 per month
 - (d) Each of the other Independent Non-Executive Directors/Executive Directors – RM2,500.00 per month *(Resolution 1)*
3. To re-elect Mr. Pang Lee Fung, the Director who retires pursuant to Article 96(b) of the Company's Articles of Association. *(Resolution 2)*
4. To re-appoint Messrs. PCCO PLT as the Company's Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Resolution 3)*
5. As Special Business:

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

 - (a) **ORDINARY RESOLUTION 1**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject to the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." *(Resolution 4)*
 - (b) **ORDINARY RESOLUTION 2**
- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016

"THAT an amount of up to RM135,000.00 as benefits payable to the Directors from 30 November 2019 to the Tenth Annual General Meeting of the Company be and is hereby approved for payment." *(Resolution 5)*
 - (c) **ORDINARY RESOLUTION 3**
- RETENTION OF DATU DR. MICHAEL DOSIM AK LUNJEW AS AN INDEPENDENT NON-EXECUTIVE CHAIRMAN

"THAT Datu Dr. Michael Dosim AK Lunjew be and is hereby continue to act as an Independent Non-Executive Chairman of the Company when he reaches his cumulative term of nine (9) years as an Independent Non-Executive Chairman of the Company in February 2020 in accordance with the Malaysian Code on Corporate Governance." *(Resolution 6)*
 - (d) **SPECIAL RESOLUTION**
- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given for the Company to adopt the new Constitution in the form and manner as set out in Appendix I of the Annual Report 2019, in place of the existing Memorandum and Articles of Association of the Company;

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the foregoing." *(Resolution 7)*
6. To transact any other ordinary business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA No.: 0777689)
Chin Mun Yee (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
31 October 2019

Explanatory Notes to Special Business:

1. **Authority to issue shares pursuant to the Companies Act 2016**

The proposed adoption of Resolution 4 is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to 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 ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("**AGM**") of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

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 Eighth AGM of the Company held on 17 December 2018.
2. **Payment of benefits payable to the Directors under Section 230 of the Companies Act 2016**

The proposed adoption of Resolution 5 is for the purpose of approving the payment of Directors' benefits of up to RM135,000.00 for the period from 30 November 2019 until the Tenth AGM of the Company to be held in 2020. The Directors' benefits comprise meeting allowances. The total estimated amount of Directors' benefits payable is calculated based on the size of the Board and Board Committees and the number of meetings estimated to be held during the period from 30 November 2019 until the Tenth AGM of the Company to be held in 2020.
3. **Retention of Datu Dr. Michael Dosim AK Lunjew as an Independent Non-Executive Chairman**

The proposed adoption of Resolution 6 is for the purpose of retaining Datu Dr. Michael Dosim AK Lunjew as an Independent Non-Executive Chairman of the Company when he reaches his cumulative term of nine (9) years in February 2020. As at the date of the Notice of the AGM of the Company, he has served the Company for almost nine (9) years as an Independent Non-Executive Chairman of the Company. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board, therefore, considers him to be independent and recommends that he should be retained as an Independent Non-Executive Chairman of the Company.
4. **Proposed Adoption of New Constitution of the Company**

The proposed adoption of Resolution 7 is to bring the Company's Memorandum and Articles of Association ("**M&A**") in line with the amendments that arise from the Companies Act 2016, the revised Bursa Malaysia Securities Berhad ACE Market Listing Requirements and Malaysian Code on Corporate Governance as well as enhancing administrative efficiency. In view of the substantial amount of amendments to be made, the Board proposed that the existing M&A of the Company be abolished and be replaced in its entirety with a new Constitution which incorporated all the proposed amendments.

Mr. Tan Kian Meng, the Executive Director of the Company who retires pursuant to Article 96(b) of the Company's Articles of Association, had expressed his intention not to seek for re-election and accordingly, will retire at the conclusion of the Ninth AGM of the Company.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 November 2019 shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend, speak and vote in his stead. Where a member appoints two (2) proxies or more, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing and in the case of an individual, shall be signed by the appointor or by his attorney; and in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
5. Where a shareholder of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
7. The Agenda item No. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 30 June 2019. Hence, this Agenda item is not put forward for voting.