

NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at KIP Hotel, Function Room, Level 5, No. 77 Jalan Seri Utara, Off Jalan Ipoh, 68100 Kuala Lumpur on Friday, 29 November 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial period ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note A**
- To approve the payment of Directors' fees of up to an amount of RM497,000 for the period commencing from the date of the forthcoming Annual General Meeting until the next Annual General Meeting in year 2020. **Ordinary Resolution 1**
- To approve the payment of Directors' benefits up to an amount of RM132,000 for the period commencing from the date of the forthcoming Annual General Meeting until the next Annual General Meeting in year 2020. **Ordinary Resolution 2**
- To re-elect Datuk Seri Mansor bin Masikon who retires pursuant to Article 67(a) of the Company's Articles of Association. **Ordinary Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 68(b) of the Company's Articles of Association: -
 - Dato' Nik Ismail Bin Nik Yusoff **Ordinary Resolution 4**
 - Mazlan Bin Mohamad **Ordinary Resolution 5**
 - Mejar Dato' Ismail Bin Ahmad **Ordinary Resolution 6**
 - Tuan Haji Ishak Bin Ismail **Ordinary Resolution 7**
 - Dr Zulqarnain Bin Lukman **Ordinary Resolution 8**
 - Koo Kien Yoon **Ordinary Resolution 9**
 - Wan Mohd Zahari Bin Wan Embong **Ordinary Resolution 10**
 - Zamri Bin Mohd Ramli **Ordinary Resolution 11**
 - Saharom Bin Mohd Adas **Ordinary Resolution 12**
- To re-appoint Messrs AfrizanTarmili Khairul Azhar as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 13**

SPECIAL BUSINESS:

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 14**

"THAT subject always to the Companies Act, 2016 ("Act"), and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
- PROPOSED ADOPTION OF NEW CONSTITUTION** **Special Resolution 1**

"THAT 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 as annexed hereto as "Appendix I", be and is hereby adopted as the Constitution 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 the 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."
- ANY OTHER BUSINESS**

To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140)
Company Secretaries

Kuala Lumpur
Dated: 31 October 2019

NOTES:

- Only members whose names appear on the Record of Depositors as at 22 November 2019 shall be entitled to attend, speak and vote at the Annual General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary share 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.
- 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 its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or is a notarially certified copy thereof, must be deposited at the Company's Registered office at Suite 10.02, Level 10, The Gardens South Tower Mid Valley City, Lingkaran Syed Putra 59200 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the Thirty-Fourth Annual General Meeting or any adjournment thereof.
- EXPLANATORY NOTES ON ORDINARY BUSINESS**

Note A - The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016 ("Act"), therefore, the agenda will not be put forward for voting.
Ordinary Resolutions 1 & 2
The Directors' Fees and Directors' Benefits consist of:
• Monthly fixed fee for carrying out duties as Director;
• Yearly fixed fees being members of the Board Committees.
• Meeting allowance for each Board/ Board Committee meeting attended.
The Directors' Fee and Directors' Benefits are estimated to be within RM629,000. The calculation is based on the estimated number of scheduled Board / Board Committee meetings and on assumption that the number of Directors will remain the same until the next AGM in year 2020.
- EXPLANATORY NOTES ON SPECIAL BUSINESS:**

Ordinary Resolution 14 - The proposed Ordinary Resolution 14, if passed, will give the Directors of the Company, from the date of the Thirty-Fourth AGM, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.
The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
The status of utilization of proceeds raised from the issuance of shares since the last AGM which held on 28 June 2018 is disclosed in the Company's 2019 Annual Report.
- Special Resolution 1** - The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 ("Act") which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and MMLR. The proposed new Constitution is set out in the Appendix I accompanying the Annual Report to shareholders.
The special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.