

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** the Fifteenth Annual General Meeting of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 30 December 2019 at 10.00 a.m. for the following purposes :

**A G E N D A**

**As Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2019 together with the Reports of the Directors and Auditors thereon.                          | Please refer to Explanatory Note 1                 |
| 2. To approve the payment of Directors' fees of RM120,042 for the financial year ended 31 July 2019.   | Resolution 1<br>Please refer to Explanatory Note 2 |
| 3. To approve the payment of meeting allowances of RM9,400 for the financial year ended 31 July 2019.  | Resolution 2<br>Please refer to Explanatory Note 2 |
| 4. To approve the payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2019 until the conclusion of the next Annual General Meeting. | Resolution 3<br>Please refer to Explanatory Note 2 |
| 5. To re-elect Dato' IR Lim Siang Chai who retires in accordance with Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election.                | Resolution 4                                       |
| 6. To re-elect Dato' Yek Siew Lee who retires in accordance with Clause 106 of the Company's Constitution and being eligible, offers himself for re-election.                      | Resolution 5                                       |
| 7. To re-elect Dato' Sri Rusli Bin Ahmad who retires in accordance with Clause 106 of the Company's Constitution and being eligible, offers himself for re-election.               | Resolution 6                                       |
| 8. To re-elect Ong Tian Soon who retires in accordance with Clause 106 of the Company's Constitution and being eligible, offers himself for re-election.                           | Resolution 7                                       |
| 9. To re-appoint Messrs STYL Associates PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.                              | Resolution 8                                       |

**Special Business**

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

- 10. ORDINARY RESOLUTION  
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**
- "THAT subject always to the Companies Act, 2016 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 76 of the Companies Act, 2016, 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 10% of the total number of issued shares (excluding treasury shares) 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 of 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 9  
Please refer to Explanatory Note 3

- 11. ORDINARY RESOLUTION  
PROPOSED RENEWAL OF SHARE BUY-BACK BY THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY**
- "THAT subject to the Companies Act, 2016, rules, regulations and orders made pursuant to the Companies Act, 2016, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, 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 Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that;
- Resolution 10  
Please refer to Explanatory Note 4

- (i) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
- (iii) the Directors of the Company may resolve to cancel the shares so purchased, to retain the shares purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares. Where such shares are held as treasury shares, the Directors may distribute the shares as share dividends, resell the shares, transfer the shares for the purpose of or under an employees' share scheme consideration or otherwise use the shares for such other purposes as the Minister may by order prescribe.

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

- (i) the conclusion of the next Annual General Meeting at which time it shall lapse unless by ordinary resolution passed at this meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
- whichever occurs first.

AND THAT Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement or to effect the purchase of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

**ANY OTHER BUSINESS:**

12. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

WONG YOUN KIM (MAICSA 7018778)  
Company Secretaries  
Kuala Lumpur  
Dated : 29 November 2019

**Notes:-**

- A member of the Company is entitled to attend and vote at the meeting may appoint one or more proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, 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 and the power of attorney or other authority, if any, under which it is signed or executed must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors on 23 December 2018 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

**EXPLANATORY NOTES:**

- Audited Financial Statements**  
This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 require the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this item of the Agenda is not a business which requires a resolution to be put to vote by shareholders.
- Directors' Remuneration**  
Section 230(1) of the Companies Act, 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.  
In this respect, the Board wishes to seek shareholders' approval for the following payments to the Non-Executive Directors of the Company at the Fifteenth Annual General Meeting in (three) separate resolutions as stated below.  
Ordinary Resolution 1 seeks approval for payment of Directors' fees of RM120,042 for the financial year ended 31 July 2019.  
Ordinary Resolution 2 seeks approval for payment of meeting allowances of RM9,400 to the Non-Executive Directors for the financial year ended 31 July 2019.  
Ordinary Resolution 3 seeks approval for payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2019 until the conclusion of the next Annual General Meeting of the Company comprising the following, with or without modifications :

		Directors' Fees (Per Director/Month) RM	Meeting Allowance (Per Meeting) RM
Board of Directors	Non-Executive Directors	3,000	200
Audit Committee	Chairman	-	200
	Member	-	200
Nomination Committee	Chairman	-	200
	Member	-	200
Remuneration Committee	Chairman	-	200
	Member	-	200

- Authority to Issue and Allot Shares**  
The proposed Ordinary Resolution 10 is a renewal of the previous year's mandate and if passed, will authorise the Directors of the Company to issue new shares up to a maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issue, for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
This mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investments, working capital and/or acquisitions.
- Renewal of Share Buy-Back Authority**  
The proposed Ordinary Resolution 11, if passed, will empower the Company to purchase up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting.