

**NOTICE OF THE 17TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Ballroom 1, Level 1, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 20 February 2020 at 10:00 a.m. for the following purposes: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 August 2019 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve the declaration and payment of a final single-tier dividend of 0.2013 sen per ordinary share in respect of the financial year ended 31 August 2019.
(Resolution 1)
- To approve the payment of Directors' fees amounting to RM429,000 for the financial year ending 30 June 2021.
(Resolution 2)
- To approve the payment of Directors' benefits amounting to RM106,500 for the financial year ending 30 June 2021.
(Resolution 3)
- To re-elect the following Directors who are due to retire pursuant to Clause 97 of the Company's Constitution and being eligible, have offered themselves for re-election:-
(a) Professor Emeritus Dato' Dr. Khalid Bin Abdul Kadir; and
(b) Mr. Kan Kheong Ng.
(Resolution 4)
- To re-elect the following Directors who are due to retire pursuant to Clause 104 of the Company's Constitution and being eligible, have offered themselves for re-election:-
(a) Dato' Sri Mohd Makhtar Bin Mohd Shariff;
(b) Dr. Lam Lee G; and
(c) Ms. Wan Nadiyah Binti Wan Mohd Abdullah Yaakob.
(Resolution 5)
- To re-appoint Messrs. Ernst & Young as the Company's Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
(Resolution 9)

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
(Resolution 10)
"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."

- RETENTION OF MR. GARY HO KUAT FOONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**
(Resolution 11)
"THAT Mr. Gary Ho Kwat Foong be and is hereby retain as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- EXTENSION OF THE DURATION OF THE EXERCISABLE OF THE BALANCE OF UNEXERCISED EMPLOYEES' SHARE OPTION SCHEME ("ESOS") SHARES OF THE FORMER DIRECTOR, DATO' DR. TAN KEE KWONG**
(Resolution 12)
"THAT the balance of unexercised ESOS shares of 2,000,000 of Dato' Dr. Tan Kee Kwong, former Director of the Company to remain exercisable until the expiry of the ESOS period on 28 May 2020;

AND THAT the Option Committee be and is hereby empowered and authorised to do all acts, deeds and things as the Option Committee may consider necessary, expedient or relevant to give effect to and complete the abovementioned matter with full power to assent to any conditions, modifications, variations and/or amendments in any manner as the Option Committee may deem necessary or expedient in order to implement, finalise and give full effect to the abovementioned matter."

- To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a final single-tier dividend of 0.2013 sen per ordinary share in respect of the financial year ended 31 August 2019, if approved by shareholders, will be payable on 25 March 2020 to shareholders whose names appear in the Record of Depositories on 9 March 2020.

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

- Securities transferred into the Depositor's Securities Account before 4:30 p.m. on 9 March 2020 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

Chua Siew Chuan
(SSM PC No. 201908002648) (MAICSA No.: 0777689)
Chin Mun Yee
(SSM PC No. 201908002785) (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
27 December 2019

Notes:

- A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints two (2) proxies, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, such member may appoint not more than two (2) proxies in respect of each securities account it holds in 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 shares in the Company for multiple beneficial owners in one securities account ("ombibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.

- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic means via email**
In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricorglobal.com.

For option (ii), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Wednesday, 18 February 2020 at 10:00 a.m. for verification purpose.

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iii. Online
In the case of an appointment made via online lodgement facility, please login to the link website at <https://tllh.online> and select "e-Services" to login. Please refer to the Annexure to Proxy Form on how to register to TLLH Online and submit your proxy form electronically.

- 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. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 13 February 2020 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

Explanatory Notes to Ordinary and Special Business:

- Audited Financial Statements for the financial year ended 31 August 2019**
This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

- Resolution 2 - Directors' Fees**
The proposed adoption of Resolution 2 is for the purpose of approving the payment of Directors' fees amounting to RM429,000 for the financial year ending 30 June 2021.

- Resolution 3 - Directors' Benefits**
The proposed adoption of Resolution 3 is for the purpose of approving the payment of Directors' benefits amounting to RM106,500 for the financial year ending 30 June 2021. 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 financial year ending 30 June 2021.

Payment of the Directors' benefits would be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 3 has been passed at the Seventeenth Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid on Directors' benefits on such basis, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) throughout the period as stated therein.

- Resolution 10 - Authority to Issue and Allot Shares**
The proposed resolution is primarily to give flexibility to the Board of Directors to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The previous mandate was not utilised and accordingly, no proceeds were raised.

- Resolution 11 - Retention of Mr. Gary Ho Kwat Foong as an Independent Non-Executive Director**
The proposed adoption of Resolution 11 is for the purpose of retaining Mr. Gary Ho Kwat Foong as an Independent Non-Executive Director of the Company when he reaches his cumulative term of nine (9) years in January 2020 and re-designated as a Non-Independent Non-Executive Director.

As at the date of the Notice of the Annual General Meeting of the Company, Mr. Gary Ho Kwat Foong has served the Company for almost nine (9) years as an Independent Non-Executive Director of the Company. Mr. Gary Ho Kwat Foong has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers him to be independent and recommends that he should be retained as an Independent Non-Executive Director of the Company.

- Resolution 12 - Extension of the duration of the exercisable of the balance of unexercised employees' share option scheme ("ESOS") shares of the former Director, Dato' Dr. Tan Kee Kwong**

Dato' Dr. Tan Kee Kwong resigned from the Board of Directors on 25 January 2019. The Board of Directors intends to extend the exercisable duration of his balance of unexercised ESOS shares of 2,000,000 until the expiry of the ESOS period on 28 May 2020.