



**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 26 February 2020, at 10.30 a.m. for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 August 2019 together with the Reports of the Directors and Auditors thereon.

**Please refer to Explanatory Note a**

2. To declare a first and final single tier dividend of 1.00 sen per ordinary share in respect of the financial year ended 31 August 2019.

**Ordinary Resolution 1**

3. To approve the payment of Directors' Fees of up to RM350,000.00 for the period from 27 February 2020 until the next Annual General Meeting in the year 2021.

**Ordinary Resolution 2**

4. To approve the payment of Directors' allowances of up to RM30,000.00 for the period from 27 February 2020 until the next Annual General Meeting in the year 2021.

**Ordinary Resolution 3**

5. To re-elect the following Directors who retire in accordance with Clause 97 of the Company's Constitution and being eligible, offer themselves for re-election:

i. Tan Sri Dato' Yap Suan Chee

**Ordinary Resolution 4**

ii. Datuk Alias Bin Ali

**Ordinary Resolution 5**

6. To re-elect Mr Cheah Jit Peng, a Director who retire in accordance with Clause 104 of the Company's Constitution and being eligible, offer himself for re-election.

**Ordinary Resolution 6**

7. To re-appoint Messrs BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 7**

**SPECIAL BUSINESS:**

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

8. **(A) Authority to issue shares** **Ordinary Resolution 8**

"THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being of the Company and that 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."

**(B) Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 9**

"THAT approval be and is hereby given to the Company and/or its subsidiary companies to renew the mandate from the shareholders of the Company for the Company and/or its subsidiary companies to enter into and give effect to Recurrent Related Party Transactions of a revenue or trading nature with specified classes of the Related Parties as stated in Part A of the Circular to Shareholders dated 30 December 2019 ("Circular") which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company AND THAT, such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Sections 340(1) and 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier, and disclosure will be made in the annual report of the aggregate value on the transactions conducted during the financial year pursuant to the shareholders' mandate;

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

**(C) Proposed Renewal of Authority for Share Buy-Back** **Ordinary Resolution 10**

"THAT subject to the Companies Act, 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, 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 PROVIDED THAT:-

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the Company's latest audited retained profits;
- the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
  - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this resolution was passed 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; or
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to cancel all the shares or any part thereof so purchased or to retain all the shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on Bursa Securities and/or subsequently cancelled), or to retain part of the shares so purchased as treasury shares and cancel the remainder, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force,

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."

**(D) Proposed Retention of Independent Non-Executive Director**  
**- Datuk Alias Bin Ali** **Ordinary Resolution 11**

"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, Datuk Alias Bin Ali who has served the Board as an Independent Non-Executive Director of the Company for a term of thirteen (13) years since 5 January 2007 be and is hereby retained as an Independent Non-Executive Director of the Company."

**(E) Proposed Retention of Independent Non-Executive Director**

**- Dato' Prof. Dr. Sudin Bin Haron**

**Ordinary Resolution 12**

"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, Dato' Prof. Dr. Sudin Bin Haron who has served the Board as an Independent Non-Executive Director of the Company for a term of eleven (11) years since 15 January 2009 be and is hereby retained as an Independent Non-Executive Director of the Company."

**ANY OTHER BUSINESS:**

9. 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.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the shareholders' approval at the Fifteenth Annual General Meeting of the Company, the first and final single tier dividend of 1.00 sen per ordinary share for the financial year ended 31 August 2019, if approved, will be payable on 19 March 2020 to Depositors registered in the Record of Depositors at the close of business on 12 March 2020.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.30 p.m. on 12 March 2020 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD,

**CHAN CHEE YEAN** (MAICSA 7029178)

**WONG YOUN KIM** (MAICSA 7018778)

Company Secretaries

Kuala Lumpur

Dated : 30 December 2019

**NOTES:**

- A member of the Company entitled to attend and vote at the meeting may appoint up to two (2) 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 No. 5, Jalan Tritungsa, 53200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 20 February 2020 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

**7. EXPLANATORY NOTES:-**

**a. Item 1 of the Agenda**

**Audited Financial Statements for financial year ended 31 August 2019**

The audited financial statements under Agenda 1 are meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval. Hence, this Agenda will not be put forward for voting.

**b. Item 8(A) of the Agenda - Ordinary Resolution 8**

**Authority to issue shares**

The proposed Ordinary Resolution 8 if passed, will give the Directors of the Company, from the date of the Fifteenth Annual General Meeting, the authority to allot and issue shares of up to 10% of the total number of issued shares of the Company at the time of the issue for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting.

The Company did not issue any shares pursuant to Section 75 of the Companies Act, 2016 under the general authority which was approved at the Fourteenth Annual General Meeting held on 27 February 2019 and which will lapse at the conclusion of the Fifteenth Annual General Meeting to be held on 26 February 2020.

A renewal of this authority is being sought at the Fifteenth Annual General Meeting to provide flexibility to the Company to undertake future possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investments, working capital and/or acquisitions without having to convene another general meeting.

**c. Item 8(B) of the Agenda - Ordinary Resolution 9**

**Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature**

The proposed Resolution 9 is intended to enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on an arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to Part A of the Circular to Shareholders dated 30 December 2019, which is circulated together with this Annual Report for further information.

**d. Item 8(C) of the Agenda - Ordinary Resolution 10**

**Proposed Renewal of Authority for Share Buy-Back**

The proposed Resolution 10 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to Part B of the Statement to Shareholders dated 30 December 2019, which is circulated together with this Annual Report for further information.

**e. Item 8(D) & Item 8(E) of the Agenda - Ordinary Resolutions 11 & 12**

**Proposed Retention of Independent Non-Executive Directors**

**- Datuk Alias Bin Ali**

**- Dato' Prof. Dr. Sudin Bin Haron**

The Nomination Committee has assessed the independence of Datuk Alias Bin Ali and Dato' Prof. Dr. Sudin Bin Haron who have served as Independent Non-Executive Director of the Company for a term of thirteen (13) years and eleven (11) years respectively and recommended them to continue to act as Independent Non-Executive Director of the Company on the following justifications:

- Datuk Alias Bin Ali and Dato' Prof. Dr. Sudin Bin Haron have fulfilled the criteria stated under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad and they would be able to provide proper check and balance thus bringing an element of objectivity to the Board;
- Their length of services on the Board of thirteen (13) years and eleven (11) years do not in any way interfere with their exercise of objective judgement or their ability to act in the best interest of the Company and the Group. In fact, they are familiar with the Group's business operations and have always actively participated in Board and Board Committee discussions and have continuously provided an independent view to the Board; and
- They have exercised due care during their tenures as Independent Director of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement into the decision making of the Board and in the best interest of the Company and its shareholders.