

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting ("AGM") of the Company will be held at The Space : Space 2, Level 2, Menara Ken TTDI, No. 37, Jalan Burhanuddin Helmi, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Malaysia on Wednesday, 22 April 2020 at 2:30 p.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. **(Note 1)**
- To approve the payment of Directors' fees to Non-Executive Directors of the Company amounting to RM288,000 to be paid on a quarterly basis for the financial year ending 31 December 2020 and thereafter. **(Resolution 1)**
- To approve the payment of Directors' benefits to the Directors up to RM18,000 from 23 April 2020 until the date of the Twenty-Fourth AGM of the Company. **(Resolution 2)**
- To re-elect the following Directors who are due to retire in accordance with Clause 119 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - (a) Datuk Lee Say Tshin; **(Resolution 3)**
 - (b) Yeap Khoo Soon Edwin; and **(Resolution 4)**
 - (c) Park Chul Moon **(Resolution 5)**
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

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

- Ordinary Resolution**
 - **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Resolution 7)**

"THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party(ies) as specified in the Circular/Statement to Shareholders dated 31 March 2020 provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) not to the detriment of minority shareholders

(the "Proposed Shareholders' Mandate");

THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until the earlier of:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;

AND THAT, the Directors and/or any of them be 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 the Proposed Shareholders' Mandate."

- Ordinary Resolution**
 - **Proposed Renewal of Share Buy-Back Authority** **(Resolution 8)**

"THAT subject to the Companies Act 2016, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements, the Constitution of the Company, and all other applicable laws, rules and regulations, be and is hereby given to the Company to purchase such number of ordinary shares 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, necessary and expedient in the interest of the Company ("Proposed Share Buy-Back"), provided that:-

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company including the shares previously purchased and retained as Treasury Shares (if any); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase, upon such terms and conditions as set out in the Circular/Statement to Shareholders dated 31 March 2020.

THAT the authority conferred by this resolution shall continue to be in force until the earlier of:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

- (a) cancel all the ordinary shares so purchased; and/or
- (b) retain the ordinary shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

AND THAT the Board of Directors be and are hereby authorised to take all such steps as necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Board may in their discretion deem necessary and to do all such acts and things the Directors may deem fit and expedient in the best interest of the Company."

- Ordinary Resolution**
 - **Authority to Issue Shares pursuant to the Companies Act 2016** **(Resolution 9)**

"THAT subject always to the Companies Act 2016 ("the Act"), the

Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued 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 for the additional shares so issued on Bursa Securities;

AND FURTHER 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."

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

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) / SSM PC NO.: 201908002648
YEOU SZE MIN (MAICSA 7065735) / SSM PC NO.: 201908003120
 Company Secretaries

Kuala Lumpur
 31 March 2020

Notes:

- This Agenda item 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 members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.*
- In respect of depositories securities, only members whose names appear in the Record of Depositors on 15 April 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting.*
- A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to the meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.*
- A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the shareholder to speak at the meeting.*
- The instrument appointing a proxy shall be in writing under the hand of the shareholder/appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Common Seal or under the hand of an officer or attorney duly authorised.*
- Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares 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 and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damansara, 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 adjournment thereof. All resolutions set out in this notice of meeting are to be voted by poll.*

CORONAVIRUS (COVID-19) OUTBREAK

- Your safety is the Company's top priority. As a precautionary measure from the exposure to COVID-19, you are required to undergo a temperature screening before you enter for registration at the meeting. If your temperature is 37.5°C or higher, you may not be allowed into the meeting. Face masks will be provided to all present and hand sanitisers will be placed at the common areas for your use.
- If you are unwell with sore throat/ fever/ flu/ cough/ shortness of breath or showed symptoms of respiratory illness such as coughing and sneezing, you are strongly encouraged not to attend the meeting. In view of this, we encourage that you appoint a proxy and deposit the Proxy Form as per Note 7 above in the event you are not able to attend and vote on the date of the meeting. The appointment of a proxy does not preclude you from attending the meeting should you wish to and are fit to attend.

Explanatory Notes To Special Business:

1. Resolution 1 and Resolution 2

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 shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the Twenty-Third AGM in two (2) separate resolutions as below:

- Resolution 1** on payment of Directors' fees to Non-Executive Directors of the Company amounting to RM288,000 to be paid on a quarterly basis for the financial year ending 31 December 2020 and thereafter; and
- Resolution 2** on payment of Directors' benefits of up to RM18,000 in respect of meeting allowances payable for attendance of Board and/or Board Committee Meetings and AGM by the Non-Executive Directors with effect from 23 April 2020 up to the date of the next AGM.

2. Resolution 7

The proposed Resolution 7 is intended to enable the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations to facilitate transactions in the normal course of business of the Group 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 the Circular/Statement to Shareholders dated 31 March 2020 for further information.

3. Resolution 8

The proposed Resolution 8 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Please refer to the Circular/Statement to Shareholders dated 31 March 2020 for further information.

4. Resolution 9

The proposed Resolution 9 is intended to renew the authority granted to the Directors of the Company at the Twenty-Second Annual General Meeting of the Company held on 30 April 2019 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "Authority to Issue Shares").

The Authority to Issue Shares granted by the shareholders at the Twenty-Second AGM of the Company had not been utilised and hence no proceeds were raised therefrom.

The new Authority to Issue Shares will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.