

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting ("AGM") of the Company will be held at Skyview 7, Level 29, The Gardens Hotel & Residences, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 28 July 2020 at 10:00 a.m. for the following purposes:-

A G E N D A

Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note 8)
- To approve the payment of Directors' fees amounting to RM121,921.32 for the financial year ended 31 December 2019. Ordinary Resolution 1
- To approve an amount of up to RM60,000/- as benefits payable to the Non-Executive Directors of the Company from 29 July 2020, being the date after the Seventeenth AGM to the Eighteenth AGM of the Company in year 2021 pursuant to Section 230(1)(b) of the Companies Act 2016. Ordinary Resolution 2
- To recommend the re-election of Ms. Lim Bee San, the Director who is retiring pursuant to Clause 124 of the Company's Constitution and being eligible, has offered herself for re-election. Ordinary Resolution 3
- To recommend the re-election of Mr. Vivek a/l Sasheendran, the Director who is retiring pursuant to Clause 107 of the Company's Constitution and being eligible, has offered himself for re-election. Ordinary Resolution 4
- To re-appoint Messrs. Moore Stephens Associates PLT as the Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration. Ordinary Resolution 5

Special Business

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

7. Ordinary Resolution

- Authority to Issue Shares Pursuant to the Companies Act 2016

Ordinary Resolution 6

"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and any other governmental/ regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being; **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.

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (SSM PC NO.: 201908002648)(MAICSA 0777689)
CHENG CHIA PING (SSM PC NO.: 202008000730)(MAICSA 1032514)
Company Secretaries

Kuala Lumpur
26 June 2020

Notes:

Information for Shareholders/ Proxies

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a general meeting shall have the same rights as the member to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, under its common 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.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- Where a member is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) 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 notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar at Level 7, Menara Milenium, Jalan Damaniale, 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 adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Audited Financial Statements for the financial year ended 31 December 2019

- 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 for the Audited Financial Statements from the shareholders. Therefore, this agenda item is not put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees

- The proposed Directors' fees payable to the Directors of the Company for the financial year ended 31 December 2019 shall be up to RM121,921.32 only, which comprise the following:-

Directors' Fees	Financial Year Ended 31 December 2019
Non-Executive Directors	RM2,000 per person per month
Audit Committee Chairperson	Additional RM1,000 per month
Executive Director	RM1,000 per month

Ordinary Resolution 2 - Benefits payable to the Non-Executive Directors

- The proposed benefits payable to the Non-Executive Directors of the Company pursuant to Section 230 (1)(b) of the Companies Act 2016 has earlier been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognise that the benefits payable are in the best interest of the Company for the applicable period between 29 July 2020, being the date after the Seventeenth AGM to Eighteenth AGM of the Company. The proposed benefits of up to RM60,000/- comprised travelling expenses, training and seminar and Directors' and Officers' Liability Insurance. The travelling expenses will only be accorded based on actual claims for attendance of meetings by the Non-Executive Directors.

Explanatory Note to Special Businesses

11. Ordinary Resolution 6 – Authority to Issue Shares pursuant to the Companies Act 2016

The proposed adoption of the Ordinary Resolution is to renew the mandate granted to the Directors of the Company at the Sixteenth AGM held on 29 May 2019 ("Previous Mandate"), to issue and allot shares at any time to such persons in the Directors' absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "20% General Mandate").

As part of the initiative from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Malaysian Government, Bursa Malaysia Securities had vide their letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of Bursa Malaysia Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The 20% General Mandate will provide flexibility to the Company for allotment of shares for any possible fund-raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Board of Directors, having considered the current and prospective financial position, needs and capacity of the Company and its subsidiaries, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

Pursuant to the Previous Mandate, the Company had undertaken a private placement of 33,000,000 new ordinary shares which were issued at the issue price of RM0.0855 each and was listed on 28 May 2020. The proceeds raised from the said private placement exercise was RM2,821,500/-.

The details of utilisation of the proceeds from the abovementioned corporate exercise were as follows:-

Description	Status of utilisation	Amount utilised RM'000	Amount unutilised RM'000
Regional expansion	Unutilised	-	1,000.0
Product development	Unutilised	-	1,000.0
Working capital	Unutilised	-	726.6
Estimated expenses	Fully Utilised	94.9	-
Total		94.9	2,726.6

Important Notes:

The members are required to refer to the Administrative Guide for Shareholders/Proxies Attending the Seventeenth AGM, despatched together with the Notice of AGM which outlines the guidance for attendance at the AGM.

The said Administrative Guide has taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM. Any material developments will be announced on the Bursa Malaysia Securities Berhad and members are advised to check the Company's announcement(s) made via Bursa Malaysia Securities Berhad regularly for updates on the AGM and/or material developments.