



**NOTICE IS HEREBY GIVEN THAT** the Thirty-Eighth Annual General Meeting of the Company will be conducted virtually on Meeting Platform at the Broadcast Venue located at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 September 2020 at 11.00 a.m. for the following purposes:-

**Ordinary Business**

- To receive the Audited Financial Statements for the year ended 31 December 2019 and the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' Fees of RM136,800.00 and benefits totalling RM450,000.00 for the period from 1 July 2020 until the conclusion of the Thirty-Ninth Annual General Meeting.
- To re-elect the following Directors who retire pursuant to Clause 106 of the Company's Constitution :-

- 3.1 Mr. Koay Say Loke Andrew
- 3.2 Miss Adlina Hasni Binti Zainol Abidin

- To re-appoint Baker Tilly Monteiro Heng PLT as Auditors and to authorise the Directors to fix their remuneration.

**Special Business**

- To consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:-

"**THAT**, subject always to the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given for the Directors to exercise, pursuant to Section 76 of the Companies Act 2016, the power to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company and that such approval shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- To consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:-

"**THAT**, subject to the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016, the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authority or approval for the time being in force or as may be amended from time to time, approval 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 Malaysia Securities Berhad 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:-

- the aggregate number of ordinary shares to be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total 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.

**THAT** the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next Annual General Meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, 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 Malaysia Securities Berhad 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:-

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

**AND THAT** the 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 at its 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."

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

"**THAT** subject to the passing of Ordinary Resolution 2 above, Mr. Koay Say Loke Andrew who has served the Board for a cumulative term of more than nine years from 22 June 2010 to 21 June 2020 be and is hereby retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting."

"**THAT** Encik Khairilnazar Bin Abdul Rahman who has served the Board for a cumulative term of nine years from 18 August 2011 to 17 August 2020 be and is hereby retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting."

*Please refer to Explanatory Note A*

**ORDINARY RESOLUTION 1**  
(Please refer to Explanatory Note B)

**ORDINARY RESOLUTION 2**  
**ORDINARY RESOLUTION 3**

**ORDINARY RESOLUTION 4**

**ORDINARY RESOLUTION 5**  
(Please refer to Explanatory Note C)

**ORDINARY RESOLUTION 6**  
(Please refer to Explanatory Note D)

**ORDINARY RESOLUTION 7**  
(Please refer to Explanatory Note E)

**ORDINARY RESOLUTION 8**  
(Please refer to Explanatory Note F)

- To consider and, if thought fit, pass with or without modifications the following resolution as a Special Resolution:-

"**THAT** approval be and is hereby given for alterations to the Constitution of the Company as set out in the annexure.

**SPECIAL RESOLUTION**  
(Please refer to Explanatory Note G)

**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as it may deem fit and/or expedient to give full effect to the said alterations to the Constitution of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."

**Other business**

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

By Order of the Board

**Kwong Yook Faan**  
(MAICSA 7031263)  
(SSM PC No. 202008000927)  
Company Secretary

29 June 2020

**Notes:**

A member shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at the Meeting. A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.

A member may appoint one (1) proxy or more proxies in relation to the Meeting and where a member appoints more than one (1) proxy as aforesaid, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.

If the member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

The form of proxy or instrument appointing a proxy duly completed 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 Company's Registered Office situated at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

For the purposes of determining whether a depositor shall be regarded as a member entitled to attend, speak and vote at this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue pursuant to Paragraph 7.16(2) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad a Record of Depositors as at 10 September 2020 and a depositor shall not be regarded as a member entitled to attend this Meeting and to speak and vote thereat unless his/her name appears in the said Record of Depositors.

Details and instructions in addition to the above on participation at the Meeting are set out in the Administrative Guide.

**Explanatory Notes:**

**A** This item of the Agenda is meant for discussion only and is not to be put as a motion for voting as the provision of Section 340(1)(a) of the Companies Act 2016 does not require approval of the shareholders for the Audited Financial Statements.

**B Ordinary Resolution 1 – Directors' Fees and benefits**

Pursuant to Section 230(1) of the Companies Act 2016, 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.

The Directors' Fees of RM136,800.00 and benefits totalling RM450,000.00 to the Directors from 1 July 2020 until the conclusion of Thirty-Ninth Annual General Meeting are arrived at based on that approved by the shareholders at the Thirty-Seventh Annual General Meeting.

**C Ordinary Resolution 5 – Resolution pursuant to Section 76 of the Companies Act 2016**

The Ordinary Resolution 5 proposed under item 5 of the agenda is a renewal of the general mandate given to the Directors of the Company by the shareholders at the Thirty-Seventh Annual General Meeting to allot shares. As at the date of this Notice, no new shares in the Company were allotted pursuant to the said general mandate which will lapse at the conclusion of the forthcoming Thirty-Eighth Annual General Meeting.

The said proposed Ordinary Resolution 5, if passed, will give the Directors of the Company, from the date of the above General Meeting, power to allot shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This approval will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

The purpose of seeking the said general mandate is to dispense with the need from the date of this Annual General Meeting to the next Annual General Meeting to seek shareholders' approval for allotment of shares as working capital and/or otherwise as and when such need arises. Such general mandate, if given, will save the Company from any delay and cost in convening further general meetings for such purpose.

**D Ordinary Resolution 6 – Proposed Renewal of Share Buy-Back Authority up to 10% of the total number of issued shares of the Company**

The said proposed Ordinary Resolution 6 which is a renewal of the approval given to the Company by the shareholders at the Thirty-Seventh Annual General Meeting, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company at any time and from time to time within the period pursuant to Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Details are set out in the Renewal of Share Buy-Back Statement dated 29 June 2020 accompanying Notice of the Thirty-Eighth Annual General Meeting in this Annual Report.

**E Ordinary Resolution 7 – Retention of Independent Director**

Mr. Koay Say Loke Andrew who was appointed as Director of the Company on 22 June 2010 had on 21 June 2020 completed his service as Independent Director for more than nine years.

The Board of Directors has accepted the recommendation by the Nomination Committee of the Company that in view of Mr. Koay Say Loke Andrew's performance as an Independent Director being satisfactory over the years based on its annual evaluation, Mr. Koay Say Loke Andrew be retained with the following justifications as an Independent Director of the Company:-

- Mr. Koay Say Loke Andrew displayed independent views without undue influence from others;
- He possessed confidence and took firm stance in his expression of views on matters dealt with;
- He is in possession of knowledge with independent views as a professional; and
- He is the sole Member of the Board who is a lawyer and Accountant.

The proposed Resolution 7 is to seek shareholders' approval and, if passed, will enable Mr. Koay Say Loke Andrew to be retained as an Independent Director of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

**F Ordinary Resolution 8 – Retention of Independent Director**

Encik Khairilnazar Bin Abdul Rahman who was appointed as a Director on 18 August 2011 and who will complete serving the Company for nine years on 17 August 2020 was recommended by the Nomination Committee and accepted by the Board of Directors for his retention as an Independent Director with the following justifications:-

- Encik Khairilnazar Bin Abdul Rahman discharged his duties conscientiously as an Independent Director;
- He is free from undue influence in expression of his views; and
- He has wide experience in serving as an Independent Director with independent views.

The proposed Resolution 8 is to seek shareholders' approval and, if passed, will enable Encik Khairilnazar Bin Abdul Rahman to be retained as an Independent Director of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

**G Special Resolution – Proposed alterations to the Constitution of the Company**

Pursuant to Section 319 of the Companies Act 2016, it is provided that notice of a meeting of members shall be in writing and shall be given to the members either :-

- in hard copy;
- in electronic form;
- partly in hard copy and partly in electronic form; or
- by publishing on the website.

Currently, the Constitution of the Company does not provide for issuance of notices of meetings of members in electronic form nor publishing of such notices on the website.

As such, it is proposed that alterations be made to the Constitution for inclusion of the said provisions.

The proposed Special Resolution is to seek shareholders' approval and, if passed, will enable the Company to issue notices of meetings of members in electronic form or publish such notices on the website which is in line with the provisions of Section 319 of the said Act.

Details of the above proposed alterations to the Constitution are provided at the end of this Annual Report.