

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company ("16th AGM") will be held at Ballroom 2, Eastin Hotel Kuala Lumpur, Level LG, 13, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor on Wednesday, 5 August 2020 at 10.30 a.m. for the transaction of the following businesses:-

AGENDA

As Ordinary Business:-

- To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
- To re-elect the following Directors:-
 - Dato' Haji Johar Bin Murat @ Murad, who will be retiring pursuant Clause 75(2) of the Company's Constitution; *(Ordinary Resolution 1)*
 - Mr Gerald Chiu Yong Chian who will be retiring pursuant Clause 77 of the Company's Constitution; and *(Ordinary Resolution 2)*
 - Mr Ng Chee Whye, who will be retiring pursuant Clause 77 of the Company's Constitution. *(Ordinary Resolution 3)*
- To approve the payment of Directors' fees and Benefits of up to RM500,000.00 for the financial year ending 31 December 2020 up to the following next Annual General Meeting. *(Ordinary Resolution 4)*
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorize the Directors to fix their remuneration. *(Ordinary Resolution 5)*

As Special Business:-

To consider and if thought fit, to pass the following Resolutions:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")** *(Ordinary Resolution 6)*
 "THAT subject always to the Act, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and the relevant regulatory authorities where such approval is necessary and the passing of the Special Resolution 1 as contained herein in respect of the alteration of the Constitution of the Company, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares of the Company at any time until the conclusion of the next Annual General Meeting ("AGM") or any adjournment thereof 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 20% of the total number of issued shares of the Company (excluding treasury shares) at the time of issue. **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 that such authority shall continue to be in force until the conclusion of the next AGM of the Company."
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")** *(Ordinary Resolution 7)*
 "THAT subject to the provisions under the Act, the Constitution of the Company, the Listing Requirements and any other applicable laws, rules, regulations and guidelines for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Shares") as may be determined by the Directors 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 shares purchased pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company.
THAT the maximum amount of funds to be allocated for the purpose of purchasing the Shares shall not exceed the retained profits of the Company. **THAT** authority be and is hereby given to the Directors to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the Shares so purchased by the Company in the following manner:
 (a) the Shares so purchased could be cancelled or transferred; or
 (b) the Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred to employees under an employees' share scheme and/or as purchase consideration for any acquisition; or
 (c) combination of (a) and (b) above.
THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution and shall continue to be in force until:
 (a) the conclusion of the next AGM or any adjournment thereof of the Company, at which time the said authority would lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 (b) the expiration of the period within which the next AGM is required by law to be held; or
 (c) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first.
AND THAT the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."
- RETENTION OF INDEPENDENT DIRECTOR** *(Ordinary Resolution 8)*
 To consider and if thought fit, to pass the following as Ordinary Resolution:
 "THAT approval be and is hereby given to Dato' Haji Johar Bin Murat @ Murad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."
- SPECIAL RESOLUTION FOR ALTERATION OF CONSTITUTION** *(Special Resolution 1)*
 To consider and if thought fit, to pass the following Special Resolution:
 "That the Clause 12(4) of the Constitution of the Company which reads as below be hereby deleted and thereafter, the Clauses 12(5) and 12(6) be renumbered as Clauses 12(4) and 12(5) accordingly:
General mandate for issue of securities
 Subject to Paragraph 6.06 of the Listing Requirements and notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company must not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company except where the shares or convertible securities are issued with the prior Members' approval in a General Meeting of the precise terms and conditions of the issue."
- To transact any other business of which due notice shall be given.

BY ORDER OF THE BOARD

Mah Li Chen (MAICSA 7022751) (PC No. 202008002006)
 Chew Mei Ling (MAICSA 7019175) (PC No. 201908003198)
 Company Secretaries

Kuala Lumpur
 7 July 2020

Notes:-

- A Member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where the appointer is a corporation, this form must be executed under its common seal, if any or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIH Online at <https://tih.online> not less than forty-eight (48) hours before the time fixed for convening the Meeting or any adjournment thereof. Please refer to the Administrative Guide for further information on submission via TIH Online.
- For the purpose of determining a member who shall be entitled to attend the 16th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 29 July 2020. Only a depositor whose name appears on the Record of the Depositor as at 29 July 2020 shall be entitled to attend and vote at this 16th AGM or appoint proxies to attend and/or vote on his/her behalf.
- All resolutions at the 16th AGM or any adjournment thereof shall be voted by poll.

Explanatory Notes on Ordinary Business:-

- Item 1 of the Agenda**
 This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to shareholders for voting.
- Item 3 of the Agenda**
 Section 230(1) of the Act requires that the fees of the directors and any benefits payable to the directors be approved at a general meeting. The benefits comprised of travelling allowance.
- Explanatory Note on Special Business:-**
Item 5 of the Agenda
 According to Bursa Malaysia Berhad's letter dated 16 April 2020, one of the additional temporary relief to listed issuers is the increase of general mandate limit for new issue of securities from 10% to 20% which will be valid up to 31 December 2021. However, the Company's Constitution has restricted the mandate to 10% of the total number of issued shares that it could issue and therefore this relief will not be available to the Company unless the Constitution is amended by deleting the Clause 12(4) in its entirety. Subject to the passing of the special resolution on the alteration of the Constitution, the proposed Ordinary Resolution 6, if passed, will empower the Directors from the conclusion of this AGM, to allot and issue up to a maximum of 20% of the total number of issued shares of the Company (excluding treasury shares) at the time of issue (other than bonus or rights issue) without the need to convene a general meeting and for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of next AGM of the Company. This mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding working capital, future investment project(s) and/or acquisition(s). At this juncture, there is no decision to issue new shares. If there should be a decision to issue any new share after the general mandate is sought, the Company will make an announcement in respect thereof.
 The proposed Ordinary Resolution 6 is a renewal of the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The Company had, at the 15th AGM held on 30 May 2019, obtained its shareholders' approval for the general mandate for issuance of 10% of the total number of issued shares of the Company (excluding treasury shares) pursuant to Sections 75 and 76 of the Act. As at the date of this notice, the Company did not issue any share pursuant to the said mandate.
- Item 6 of the Agenda**
 The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company the authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. This authority will, unless renewed or revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next AGM or any adjournment thereof of the Company or the expiry of the period within which the next AGM of the Company following the 16th AGM is required by the law to be held. Please refer to the Share Buy-Back Statement in the Circular to Shareholders dated 7 July 2020 for more information.
- Item 7 of the Agenda**
 The Nomination Committee has assessed the independence of Dato' Haji Johar Bin Murat @ Murad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommended that he continues to act as an Independent Non-Executive Director of the Company based on the following justifications:
 (a) He fulfills the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he is able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board's deliberation;
 (b) He brings with him vast experience and expertise to complement the competencies of the other Directors to enhance boardroom discussion and decision;
 (c) He has been with the Company for more than twelve (12) years and accordingly, is familiar with the nuances and understands the Group's business operations;
 (d) He has exercised due care and diligence during his tenure as an Independent Non-Executive Director of the Company and carried out his duties professionally and objectively in the interest of the Company and shareholders; and
 (e) The Company will carry out the two-tier voting on the re-election of Dato' Haji Johar Bin Murat @ Murad at this 16th AGM or any adjournment thereof.
- Item 8 of the Agenda – Special Resolution 1**
 The proposed alteration to the existing Constitution of the Company is to delete in its entirety the Clause 12(4) of the Constitution in respect of the general mandate to issue securities so that the Company could issue securities at any limit as allowed or authorized by Bursa Securities or any other authorities from time to time without having to alter its Constitution. The Board is of the opinion that the proposed alteration, if approved, will be in the best interest of the Company as well as its shareholders as it gives the Company the flexibility to raise funds and/or issue new shares as part or full payment consideration for any viable and feasible acquisition quickly and in a more cost effective manner.