

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting ("AGM") of the Company will be held fully virtual through live streaming from the broadcast venue at Board Room (Tingkat 1), Casuarina @ Meru Hotel, No. 1-C, Jalan Meru Casuarina, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan ("Broadcast Venue") on Monday, 28 September 2020 at 11.00 a.m. to transact the following businesses:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Report of the Directors and Auditors thereon. | [Please refer to Note 9] |
| 2. To ratify and approve the additional payment of Directors' fees and benefits of RM133,000 from 1 January 2019 until the date of the conclusion of this AGM that were paid and payable on a monthly basis. | Resolution 1 |
| 3. To approve the payment of Directors' fees and benefits up to an amount of RM308,000 from the date of the conclusion of this AGM until the date of the next AGM to be paid on a monthly basis. | Resolution 2 |
| 4. To re-elect the following Directors who retire in accordance with Clause 15.9 of the Company's Constitution: | |
| a) Tan Sri Abdul Rashid bin Abdul Manaf | Resolution 3 |
| b) Tan Sri Ir Kunasingam a/l V. Sittampalam | Resolution 4 |
| c) Mr Andy Liew Hock Sim | Resolution 5 |
| d) Encik Zainal Iskandar bin Ismail | Resolution 6 |
| 5. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. | Resolution 7 |

AS SPECIAL BUSINESS

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

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| 6. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 8 |
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"That approval be and is hereby given pursuant to Paragraph 10.09 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations with the Related Parties, as detailed in Section 2.2 of the Circular to Shareholders of the Company dated 3 September 2020, subject to the following:

- the transactions are carried out 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
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:
 - the type of the recurrent related party transactions made; and
 - the names of the Related Parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

That the approval given in the paragraph above shall only continue to be in force until:

- the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 340(2) of the Companies Act 2016 ("Act"), but must 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 that authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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| 7. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution. | |
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By Order of the Board

Cheai Weng Hoong

Company Secretary

Ipoh

3 September 2020

NOTES:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members and proxies **WILL NOT BE ALLOWED** to attend this AGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "Participate") remotely at this AGM via Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") through its TIH Online website at <https://tiah.online>. Members are advised to follow the procedures provided in the Administrative Guide for this AGM in order to Participate remotely via RPV.
- For the purpose of determining a member who shall be entitled to Participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **22 September 2020**. Only members whose names appear in the Record of Depositors as at 22 September 2020 will be entitled to Participate in this AGM via RPV.
- A member of the Company who is entitled to Participate at the meeting may appoint any person to be his/her proxy to Participate in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy shall have the same rights as the member to Participate at the meeting.
- Where a member is an Exempt Authorised Nominee 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.
- When a member appoints more than one proxy the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy can be submitted through either one of the following avenues no later than **Saturday, 26 September 2020 at 11.00 a.m.** or at any adjournment thereof:
 - Lodgement of Form of Proxy in hardcopy - To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR
 - Electronic lodgement of Form of Proxy - The Form of Proxy can be lodged electronically via TIH Online website at <https://tiah.online> (applicable to individual members only). Kindly refer to the Administrative Guide for this AGM on the procedures for electronic lodgement of Form of Proxy via TIH Online website.
- A member who has appointed a proxy to Participate in this AGM must request his/her proxy to register himself/herself for the RPV at Tricor's TIH Online website at <https://tiah.online>. Please follow the procedures provided in the Administrative Guide for this AGM.
- Audited Financial Statements for financial year ended 31 December 2019**
The audited financial statements under Agenda 1 are meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, Agenda 1 is not put forward for voting.

10. Resolution 1

The Directors' fees and benefits proposed up to an amount of RM555,000 at the last AGM were insufficient to cover until the conclusion of the this AGM due to the delay in convening this AGM.

Accordingly ratification and approval will be sought at this AGM for additional Directors' fees and benefits of RM133,000 to meet the shortfall and to cover the fees and benefits of Directors that were appointed after June 2020 and prior to the convening of this AGM, details as follows:-

	RM
Additional benefits to meet the shortfall for the period from January 2019 to June 2020 (being meeting allowance for additional Board meetings held)	63,000
Additional fees and benefits for the period from July 2020 to September 2020 (being fees and benefits for Directors appointed after June 2020 and prior to the date of this AGM)	70,000
Total	133,000

11. Resolution 2

Resolution 2, if passed, will allow the Company to pay the Directors' fees and benefits in a timely manner, on a monthly basis, for services rendered at the end of each month from the conclusion of the date of this AGM until the date of the next AGM to be paid on a monthly basis, where applicable.

The Directors' fees payable to each Director is RM4,000 per month and the benefits payable to the Directors totalled up to an amount of RM56,000 comprises meeting allowances.

In the event the Directors' fees and benefits proposed are insufficient (e.g. due to enlarged Board size or additional Board meetings to be convened), approval will be sought at the next AGM for additional fees or benefits to meet the shortfall.

12. Resolutions 3 to 6

Pursuant to Clause 15.9 of the Company's Constitution, Tan Sri Abdul Rashid bin Abdul Manaf, Tan Sri Ir Kunasingam a/l V. Sittampalam, Mr Andy Liew Hock Sim and Encik Zainal Iskandar bin Ismail who were appointed as additional directors of the Company during the year shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

13. Resolution 7

The Audit Committee and the Board having assessed and satisfied with the quality of audit and services, adequacy of resources, performance, competency and independence of the external auditors, Messrs PricewaterhouseCoopers PLT, which are in accordance with the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, had at their respective meetings on 27 February 2020 recommended the re-appointment of Messrs PricewaterhouseCoopers PLT.

14. Resolution 8

Resolution 8, if passed, will allow the Company and its subsidiaries to enter into the recurrent related party transactions ("RRPTs") of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group. The details of the RRPTs are set out in the Circular to Shareholders dated 3 September 2020 issued together with the Notice of Twenty-Ninth AGM of the Company.