



NOTICE OF THE 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held on a fully virtual basis at the broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 4 November 2020 at 10:00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial period ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve the declaration and payment of a final single-tier dividend of 0.1678 sen per ordinary share in respect of the financial period ended 30 June 2020.
(Resolution 1)
- To approve the payment of Directors' fees amounting to RM429,000 for the financial year ending 30 June 2022.
(Resolution 2)
- To approve the payment of Directors' benefits amounting to RM91,500 for the financial year ending 30 June 2022.
(Resolution 3)
- To re-elect the following Directors who are due to retire pursuant to Clause 97 of the Company's Constitution and being eligible, have offered themselves for re-election:
(a) Mr. Gary Ho Kuat Foong; and
(b) Ms. Claire Lee Suk Leng.
(Resolution 4)
(Resolution 5)
- To re-appoint Ernst & Young PLT as the Company's Auditors until the conclusion of the next Annual General Meeting 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 ordinary resolutions:

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
(Resolution 7)
"THAT subject to the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 ten per centum (10%) of the total number of issued shares of the Company for the time being and 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 Malaysia Securities Berhad;

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."

- RETENTION OF MR. GARY HO KUAT FOONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**
(Resolution 8)

"THAT subject to the passing of Resolution 4, Mr. Gary Ho Kuat Foong be and is hereby retain as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

- PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") TO MS. WAN NADIAH BINI WAN MOHD ABDULLAH YAACOB**
(Resolution 9)

"THAT in addition to the existing allocation, approval be and is hereby given to the Board of Directors, at any time and from time to time throughout the duration of ESOS, to offer and grant Ms. Wan Nadiah Binti Wan Mohd Abdullah Yaacob, Executive Director and Group Chief Executive Officer of the Company, up to 2,000,000 additional options to subscribe for such number of ordinary shares in the Company, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/or any adjustments or variations, which may be made in accordance with the provision of the By-Laws of the ESOS of the Company."

- PROPOSED ALLOCATION OF ESOS TO DR. LAM LEE G**
(Resolution 10)

"THAT approval be and is hereby given to the Board of Directors, at any time and from time to time throughout the duration of ESOS, to offer and grant Dr. Lam Lee G, Independent Non-Executive Director of the Company, up to 2,000,000 options to subscribe for such number of ordinary shares in the Company, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/or any adjustments or variations, which may be made in accordance with the provision of the By-Laws of the ESOS of the Company."

- PROPOSED ALLOCATION OF ESOS TO DATO' SRI MOHD MOKHTAR BIN MOHD SHARIFF**
(Resolution 11)

"THAT approval be and is hereby given to the Board of Directors, at any time and from time to time throughout the duration of ESOS, to offer and grant Dato' Sri Mohd Mokhtar Bin Mohd Shariff, Independent Non-Executive Director of the Company, up to 2,000,000 options to subscribe for such number of ordinary shares in the Company, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/or any adjustments or variations, which may be made in accordance with the provision of the By-Laws of the ESOS of the Company."

- To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT NOTICE IS ALSO HEREBY GIVEN

that a final single-tier dividend of 0.1678 sen per ordinary share in respect of the financial period ended 30 June 2020, if approved by shareholders, will be payable on 4 January 2021 to shareholders whose names appear in the Record of Depositors on 7 December 2020.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Securities transferred into the Depositor's Securities Account before 4:30 p.m. on 7 December 2020 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan
(SSM PC No. 201908002648) (MAICSA No.: 0777689)
Chin Mun Yee
(SSM PC No. 201908002785) (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
6 October 2020

Notes:

- A member of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his 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.
- Where a member appoints two (2) proxies, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.

As guided by the Securities Commission Malaysia's Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the right to speak is not limited to verbal communication only but includes other modes of expression.

Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/Management/relevant advisers during the Meeting.

- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, such member may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company 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.

- If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting at which the person named in the appointment proposes to vote:

- In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited at SS E Solutions Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
- By electronic means via email**
In the case of an appointment made via email transmission, this proxy form must be received via email at eservices@sshb.com.my.

For option (ii), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Monday, 2 November 2020 at 10:00 a.m. for verification purpose.

- Online**
In the case of an appointment made via online lodgement facility, please submit the proxy form electronically via Securities Services e-Portal at <https://sshb.net.my/>.

- Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details as attached in the Annual Report.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's 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. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- For the purpose of determining who shall be entitled to attend this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 28 October 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this Meeting.

Explanatory Notes to Ordinary and Special Business:

- Audited Financial Statements for the financial period ended 30 June 2020.**

This Agenda 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 shareholders and hence, is not put forward for voting.

- Resolution 2 – Directors' fees**

The proposed Resolution 2 is for the purpose of approving the payment of Directors' fees amounting to RM429,000 for the financial year ending 30 June 2022.

- Resolution 3 – Directors' benefits**

The proposed Resolution 3 is for the purpose of approving the payment of Directors' benefits amounting to RM91,500 for the financial year ending 30 June 2022. The Directors' benefits comprise meeting allowances. The total estimated amount of Directors' benefits payable is calculated based on the size of the Board of Directors and Board Committees and the number of meetings estimated to be held during the financial year ending 30 June 2022.

Payment of the Directors' benefits would be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 3 has been passed at the Eighteenth Annual General Meeting. The Board of Directors is of the view that it is just and equitable for the Directors to be paid on Directors' benefits on such basis, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) throughout the period as stated therein.

- Resolution 7 – Authority to issue and allot shares**

The proposed Resolution 7 is primarily to give flexibility to the Board of Directors to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The previous mandate was not utilised and accordingly no proceeds were raised.

- Resolution 8 - Retention of Mr. Gary Ho Kuat Foong as an Independent Non-Executive Director**

The proposed Resolution 8 is for the purpose of retaining Mr. Gary Ho Kuat Foong, who has served the Company for more than nine (9) years as an Independent Non-Executive Director of the Company and has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers him to be independent and recommends that he should be retained as an Independent Non-Executive Director of the Company.

- Resolutions 9, 10 and 11 – Proposed allocation of ESOS to Ms. Wan Nadiah Binti Wan Mohd Abdullah Yaacob, Dr. Lam Lee G and Dato' Sri Mohd Mokhtar Bin Mohd Shariff**

In accordance with Bursa Malaysia Securities Berhad Main Market Listing Requirements, the proposed resolutions are to seek shareholders' approval for the Company to offer and grant ESOS to Ms. Wan Nadiah Binti Wan Mohd Abdullah Yaacob, Executive Director and Group Chief Executive Officer of the Company, Dr. Lam Lee G, Independent Non-Executive Director of the Company and Dato' Sri Mohd Mokhtar Bin Mohd Shariff, Independent Non-Executive Director of the Company to participate in the ESOS in accordance with the By-Laws of the ESOS of the Company.