

Notice of Nineteenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Nineteenth (19th) Annual General Meeting ("AGM") of the Company will be held at Mersawa & Rengas, Level 2, MU Hotel, No. 18, Jalan Chung On Siew, 30250 Ipoh, Perak, Malaysia on Wednesday, 9 December 2020 at 11.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 and Reports of the Directors and Auditors thereon.
2. To re-elect Datuk Khairul Idham Bin Ismail the Director retiring in accordance with Clause 103 of the Company's Constitution. Ordinary Resolution 1
Dato' Tan Sek Yin, will retire from office in accordance with Clause 103 of the Company's Constitution at the conclusion of this 19th AGM. [refer Note 1 of Ordinary Business]
3. To re-elect the following Directors retiring in accordance with Clause 110 of the Company's Constitution:
(a) Mr Loh Siew Jiann Ordinary Resolution 2
(b) Mr Lee Kien Fatt Ordinary Resolution 3
(c) Mr Yeong Chee Jong Nicky Ordinary Resolution 4
(d) Dr Edward Leung Ordinary Resolution 5
4. To approve the Directors' fees and benefits payable of up to an aggregate amount of approximately RM250,000 from 9 December 2020 until the next AGM of the Company. Ordinary Resolution 6
5. To re-appoint Messrs. UHY as Auditors of the Company and to authorise Directors to determine their remuneration. Ordinary Resolution 7

AS SPECIAL BUSINESS:

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 8
"THAT, subject to the passing of the Special Resolution, pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and subject to the approval of all the relevant government and/or regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 20% of the total number of issued share of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
7. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS TO THE CONSTITUTION")** Special Resolution
"THAT the proposed alteration or amendments to the existing Constitution of the Company, as annexed herewith as Appendix I of the Annual Report 2020, be and are hereby approved and adopted, with immediate effect. AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
8. To transact any other business of which due notice shall have been given.

By Order of the Board

Ong Tze-En (MAICSA 7026537) (SSM PC NO. 202008003397)
Company Secretary

Penang
30 October 2020

Notes:

Appointment of Proxy

1. A proxy may but need not be a member.
2. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his/hers proxy, Provided Always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. 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.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares 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.
5. If the appointor is a corporation, the Form of Proxy must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 2 December 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote in his/her behalf.

Explanatory Notes on Ordinary Business:

1. Dato' Tan Sek Yin will retire in accordance with Clause 103 of the Company's Constitution. He has notified the Company of his decision not to seek re-election as Director of the Company. Hence he will retain office until the close of 19th AGM.
2. The **Ordinary Resolution 6**, is to seek shareholders' approval on the Directors' fee and benefits payable to the Directors which have been reviewed by the Nominating and Remuneration Committee and the Board of Directors of the Company, which recognises that the Directors' fees and benefits payable is in the best interest of the Company. The benefits comprised of meeting allowance and Board Committee allowances. In determining the estimated total amount of benefits payable, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings.

Explanatory Notes on Special Business:

1. The proposed **Ordinary Resolution 8**, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issue and allot new ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, the Company had issue 29,080,000 ordinary shares pursuant to the mandate granted to the Directors at the last AGM held on 28 November 2019 and which will lapse at the conclusion of the 19th AGM.

The renewal of this General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

2. The proposed **Special Resolution**, if passed, will enhance administrative efficiency and provide greater clarity to the Constitution. The Proposed Amendments to the Constitution are set out under Appendix I of the Annual Report 2020.