

## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting ("17th AGM") of the Company will be conducted fully virtual at the Broadcast venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 23 November 2020 at 10.00 a.m. for the following purposes:

- AGENDA**
- As Ordinary Business**
- To receive the Audited Financial Statements for the financial period from 1 January 2019 to 30 June 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Notes to the Agenda)**
  - To approve the payment of Directors' fees for the financial period from 1 January 2019 to 30 June 2020. **Ordinary Resolution 1**
  - To approve the payment of Directors' Benefits (other than Directors fees) up to an amount of RM80,000.00 for the period from 24 November 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
  - To re-elect the following Directors who retire by rotation in accordance with Clause 96 of the Company's Constitution:
    - Datuk Lim Thean Shiang **Ordinary Resolution 3**
    - Tuan Haji Norzain Bin Abdul Wahab **Ordinary Resolution 4**
  - To re-appoint Mr. Arunasalam A/L Muthusamy, who was appointed during the financial period and retires in accordance with Clause 102 of the Company's Constitution. **Ordinary Resolution 5**
  - To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**As Special Business**

- To consider and, if thought fit, pass the following resolution:
- Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 7**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to 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 pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being.  
**AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company;"
  - To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**CHEN BEE LING**

Secretary (MAICSA 7046517)  
(SSM Practising Certificate No. 202008001623)

Selangor Darul Ehsan  
30 October 2020

**NOTES:**

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairperson of the AGM to be present at the main venue of the AGM.
- Shareholders/ Proxies/ Corporate Representative WILL NOT BE ALLOWED to attend this AGM in person at the Broadcast Venue on the day of the Company's AGM. Therefore are strongly advised to participate and vote remotely at the AGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd. Please read and follow the Procedures in the Administrative Guide for the AGM in order to participate remotely.
- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 17 November 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member of the Company entitled to attend and vote at the AGM, shall be entitled to appoint more than one (1) proxy to attend and vote in his stead at the AGM, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at the AGM shall have the same rights as the member to speak at the AGM.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint at least one proxy in respect of each securities' account he holds with 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.
- The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Members is a corporation, shall be executed under its Common Seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised in writing. There is no restriction on the qualification of the proxy or proxies. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.
- The instrument appointing a proxy must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than **forty-eight (48) hours** before the time set for holding the Meeting or adjourned meeting, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, or by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://boardroomlimited.my/> not later than 48 hours before the AGM (i.e. latest by Saturday, 21 November 2020 at 10.00 a.m.).

**EXPLANATORY NOTES TO THE AGENDA:**

Item 1 of the Agenda

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.

Item 3 of the Agenda - Ordinary Resolution 2

**Payment of Directors' benefits (other than Directors' fees)**

In compliance with Section 230(1) of the Companies Act, 2016, the Company is seeking for shareholders' approval for payment of Directors' benefits (other than Directors' fees) up to an amount of RM80,000.00 for the period from 24 November 2020 until the conclusion of the next AGM of the Company.

The calculation is based on the estimated number of scheduled and/or Special Board and Board Committees' meetings and on the assumption that all the Directors will remain in office until the next AGM.

Item 7 of the Agenda - Ordinary Resolution 7

**Ordinary Resolution 7 is to seek the shareholders' approval of a general mandate for issuance of shares by the Company under Section 76 of the Act.**

Bursa Malaysia Securities Berhad had on 16 April 2020 announced that listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of Main Market Listing Requirements of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"), provided that the following are being complied with:

- Procure shareholders' approval for the 20% General Mandate at a general meeting;
- Complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document.

This 20% General Mandate may be utilised by listed issuer to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

The Board, having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 20% of the total number of issued share of the Company for purpose of funding the working capital or strategic development of the Group.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The Company did not allot and issue any shares pursuant to the general mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.