

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty Second Annual General Meeting of the Company will be conducted by way of a full virtual meeting with its broadcast venue at Conference Room, Suite 2B-3A-3, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Wednesday, 27 January 2021 at 10.30 am to transact the following:-

1. To receive the Directors' Report and the Financial Statements for the financial year ended 31 August 2020 and the Independent Auditors' Report thereon. Please refer to Note 9
2. To increase and approve the payment of the the directors' fees for the financial year ended 31 August 2020 to RM498,000 and to authorise the directors to divide such fees in the proportions and manner to be determined by them. Resolution 1
3. To approve the payment of directors' benefits for up to an aggregate amount of RM480,000 with effect from 28 January 2021 until the conclusion of the next Annual General Meeting of the Company in 2022 and to authorise the directors to divide such benefits in the proportions and manner to be determined by them. Resolution 2
4. To re-elect the following directors retiring under Rule 140 of the Constitution of the Company:-
 - (i) Mr Keong Choon Keat Resolution 3
 - (ii) Mr Goh Wei Lei Resolution 4
 - (iii) Mr Goh Chih Yuan (Wu Zhiyuan) Resolution 5
 - (iv) Datuk Matthew Tee Kai Woon Resolution 6
5. To re-appoint auditors and authorise the directors to fix their remuneration. Resolution 7
6. As special business, to consider and if thought fit, pass the following resolutions:-

To retain the following directors as Independent Non-Executive Directors of the Company: -

 - (i) Mr Sio Sit Po Resolution 8
 - (ii) Mr Keong Choon Keat Resolution 9
7. To transact any other ordinary business of the Company of which proper notice shall have been given to the Company.

By Order of the Board

Gan Kok Tiong
MIA (8540)
SSM PC No. : 201908003862
Company Secretary

Kuala Lumpur
29 December 2020

NOTES

1. In view of the COVID-19 pandemic and with the safety of the Company's shareholders, employees and directors being of primary concern, the Board has considered all available options and decided that, the Sixty Second Annual General Meeting ("62nd AGM") shall be conducted by way of a full virtual meeting and entirely via remote participation and voting ("RPV") facilities.
2. The main and only venue for the 62nd AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Rule 77 of the Constitution of the Company that require the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders/proxies/corporate representatives should be physically present nor admitted at the broadcast venue on the day of the 62nd AGM.**
3. Members of the Company are advised to refer to the Administrative Guide for the RPV procedures. The Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 20 January 2021. Only a depositor whose name appears on the Record of Depositors as at 20 January 2021 shall be entitled to participate or appoint a proxy to participate, speak and/or vote on his/her behalf.
4. A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy to participate and vote in his stead. A proxy need not be a member of the Company. A member shall not be entitled to appoint more than two (2) proxies to participate the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
5. A corporation which is a Member, may by resolution of its Board of Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting.
6. The instrument appointing a proxy/representative shall be in print or writing under the hand of the appointer or his/her duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand seal of its attorney.
7. The instrument appointing a proxy/representative must either (a) be physically deposited at the Registered Office, Suite 2B-3A-2, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur or (b) be electronically deposited at <https://agm.digerati.com.my/sinthee-online> not less than 24 hours before the time for holding the 62nd AGM.
8. Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in this Notice to be voted by poll.
9. Agenda 1
The Audited Financial Statements for the financial year ended 31 August 2020 shall be laid at the Annual General Meeting of the Company in accordance with Section 340(1)(a) of the Act. Therefore, Agenda 1 is for presentation of the Audited Financial Statements and the accompanying Reports to shareholders for discussion only as approval of shareholders is not required under the provision of Section 251(1) of the Act. Hence, no voting shall be required.
10. Agenda 2 and 3
Section 230(1) of the Act provides amongst others, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, approval of shareholders is sought on the directors' fees for the financial year ended 31 August 2020. Approval from shareholders is also sought on the payment of directors' benefits with effective from 28 January 2021 until the next Annual General Meeting in 2022.
To commensurate with the experience and level of responsibilities undertaken by the Directors, the Directors have recommended that their total fees for the financial year ended 31 August 2020 be increased to RM498,000 from RM385,000 with authority to Directors to divide such fees in the proportions and manner to be determined by them. The previous increase in directors' fees was in financial year ended 31 August 2012.
11. Agenda 4
Further information are set out in the Statement Accompanying Notice of Annual General Meeting enclosed in the Annual Report
12. Agenda 5
The Audit Committee and the Board have considered the re-appointment of Ernst & Young PLT ("EY") as Auditors of the Company and collectively agreed that EY has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
13. Agenda 6
Further information are set out in the Statement Accompanying Notice of Annual General Meeting enclosed in the Annual Report.