

NOTICE OF EIGHTEENTH ("18TH") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth ("18th") Annual General Meeting ("AGM") of the Company is to be **conducted fully virtually** through the online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tihi.com> on Tuesday, 3 August 2021 at 11.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit, to pass the following resolutions as set out in this notice:

Meeting Platform : TIH Online website at <https://tihi.com>
 Day and Date : Tuesday, 3 August 2021
 Time : 11.00 a.m.
 Meeting Venue : Online Meeting Platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
 Mode of Communication : Typed text and submit in the Meeting Platform

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 January 2021 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
 - To approve the payment of Directors' Fees of RM120,000/- for the financial year ended 31 January 2021. **Resolution 2**
 - To re-elect the following Director retiring pursuant to Regulation 119 of the constitution of the Company: **Resolution 3**
 - Mr Leng Keng Hok @ Lim Keng Hock **Resolution 4**
 - To re-elect the following Director retiring pursuant to Regulation 123 of the constitution of the Company: **Resolution 5**
 - Mr Lim Chee Hock **Resolution 6**
 - To approve the Payment of Benefits Payable to the Directors under Section 230 (1) of the Companies Act 2016. "That approvals of benefits payable to the Directors for the period from 1 February 2021 to the conclusion of the next annual general meeting ("AGM") 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 a general meeting, whichever is the earliest." **Resolution 7**
 - To re-appoint Messrs RSM Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**
- SPECIAL BUSINESS**
- To consider and if thought fit, pass the following Ordinary Resolutions:
- CONTINUING IN OFFICE OF MS LEE CHAI BEE AS AN INDEPENDENT DIRECTOR OF THE COMPANY** "THAT Ms Lee Chai Bee who has served as an Independent Director for more than twelve (12) years, shall continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2017." **Resolution 9**
 - CONTINUING IN OFFICE OF MR WONG MUN WAI AS AN INDEPENDENT DIRECTOR OF THE COMPANY** "THAT Mr Wong Mun Wai who has served as an Independent Director for more than nine (9) years, shall continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2017." **Resolution 10**
 - AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016** "THAT pursuant to Section 75 of the Companies Act, 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time 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 issued pursuant to this resolution in any one financial year does not exceed ten per cent (10%) of the issued capital of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company." **Resolution 11**
 - PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** "THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as stated in Sections 2.3 and 2.4 of the Circular to Shareholders dated 29 June 2021, being necessary for the day-to-day operations of the Group, subject to the following:
 - the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
 - disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
 - the authority hereby given shall continue 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 meeting, the authority is renewed; or
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
 - it is revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earliest; and
 - the Board by any one or more of the directors be and are hereby authorised to complete and do all such acts, deeds and things necessary to give effect to the transactions contemplated or authorised by this resolution."
 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")** "THAT, subject to the Companies Act, 2016 (the "Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of Bursa Securities and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's issued and paid-up share capital through Bursa Securities subject further to the following:
 - the maximum number of shares which may be purchased and/or be held by the Company shall be equivalent to ten per cent (10%) of the issued and paid-up share capital of the Company ("Purchased Shares") for the time being;
 - the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the aggregate of the retained profits of the Company as certified by the auditors of the Company;
 - the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
 - the conclusion of the next AGM of the Company; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - it is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first,
 - upon completion of the purchase of the Purchased Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:
 - to cancel the Purchased Shares so purchased; or
 - to retain the Purchased Shares so purchased as treasury shares; or
 - to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
 - to distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
 in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND THAT, the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Purchased Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

By Order of the Board

Wong Soon Kiong (LS 0009395)
 SSM PC No.: 201908000100
 Company Secretary

Shah Alam
 29 June 2021

Notes:

- IMPORTANT NOTICE**

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 meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 18th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 18th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its [TIH Online](https://tihi.com) website at <https://tihi.com>. **Please follow the Procedures for RPV in the Administrative Guide on 18th AGM** and take note of **Notes (2) to (14)** below in order to participate remotely via RPV.
 - For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 28 July 2021**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
 - A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
 - A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via RPV.
 - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
 - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at [TIH Online](https://tihi.com) website at <https://tihi.com>. **Please follow the Procedures for RPV in the Administrative Guide on 18th AGM**.
 - 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 AGM or adjourned general 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 with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- By electronic form**

The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tihi.com> (applicable to individual shareholders only). Kindly refer to the Information For Shareholders on the procedures for electronic lodgement of proxy form via TIH Online.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is **Sunday, 1 August 2021 at 11.00 a.m.**
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified materially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
- If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Note A**
 This Agenda item is meant for discussion only as under the provision of Section 340 (1) (a) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the shareholders. Hence, this Agenda item will not be put forward for voting.
- Explanatory Notes to Resolution 2**
 The proposed Resolution 2, if passed, will allow the re-election of Mr Leng Keng Hok @ Lim Keng Hock who is retiring pursuant to Regulation 119 of the constitution of the Company, as the Director of the Company. However, Mr Leng Keng Hok @ Lim Keng Hock being eligible, SHALL NOT OFFER HIMSELF FOR RE-ELECTION.
- This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting or the expiration of the period within which the next AGM after the date it is required to be held pursuant to the Act; or revoked/varied by resolutions passed by the shareholders of the Company in general meeting; which is the earliest.

Please refer to Note A of the Explanatory Notes

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

Resolution 9

Resolution 10

Resolution 11

Resolution 12

Resolution 13

Resolution 14

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