

NOTICE OF EIGHTEENTH ("19TH") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth ("19th") 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://tjih.online> on Tuesday, 28 June 2022 at 11.00 a.m. and at any adjournment 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://tjih.online>
 Day and Date : Tuesday, 28 June 2022
 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

- ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 January 2022 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A of the Explanatory Notes**
 - To approve the payment of Directors' fees of RM109,167 for the financial year ended 31 January 2022. **Ordinary Resolution 1**
 - To approve the payment of Directors' fees of up to an amount of RM220,000 from 1 February 2022 until the next AGM of the Company. **Ordinary Resolution 2**
 - To approve the payment of benefits to the Directors of up to an amount of RM50,000.00 from 29 June 2022 until the next AGM of the Company. **Ordinary Resolution 3**
 - To re-elect the following Director retiring pursuant to Article 119 of the Company's Constitution:
 - Tan Sri Dato' Samshuri bin Arshad **Ordinary Resolution 4**
 - Ms Lee Chai Bee **Ordinary Resolution 5**
 - To re-elect the following Director retiring pursuant to Article 123 of the Company's Constitution:
 - Mr Low Tuan Lee **Ordinary Resolution 6**
 - To re-appoint RSM Malaysia PLT (formerly known as Messrs RSM Malaysia) ("RSM") as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

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** **Ordinary Resolution 8**
 "THAT Ms Lee Chai Bee 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."
 - CONTINUING IN OFFICE OF MR WONG MUN WAI AS AN INDEPENDENT DIRECTOR OF THE COMPANY** **Ordinary Resolution 9**
 "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."
 - CONTINUING IN OFFICE OF TAN SRI DATO' SAMSHURI BIN ARSHAD AS AN INDEPENDENT DIRECTOR OF THE COMPANY** **Ordinary Resolution 10**
 "THAT Tan Sri Dato' Samshuri bin Arshad 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."
 - AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 11**
 "THAT pursuant to Section 75 and 76 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."
 - PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Ordinary Resolution 12**
 "THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to the new 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 30 May 2022, 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;
 - 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, 2016 (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."
 - To transact any other business for which due notice shall have been given.

By Order of the Board

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

Shah Alam
 30 May 2022

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 19th 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 19th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIH Online** website at <https://tjih.online>. **Please follow the Procedures for RPV in the Administrative Guide on 19th 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 21 June 2022**. 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** website at <https://tjih.online>. **Please follow the Procedures for RPV in the Administrative Guide on 19th 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://tjih.online> (applicable to individual shareholders only). Kindly refer to the Information For Shareholders on the procedures for electronic lodgement of proxy form via TIH Online.

- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Sunday, 26 June 2022 at 11.00 a.m.**
- 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.
- 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.

EXPLANATORY NOTES:

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.

Ordinary Resolution 1 to 3

Pursuant to Section 230(1) of the Act, 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, therefore the Company wishes to seek shareholders' approval at the 19th AGM for the payment of Directors' fees and benefits to the Directors in three (3) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees of RM109,167 for the financial year ended 31 January 2022;
- Ordinary Resolution 2 on payment of Directors' fees of up to an amount of RM220,000 from 1 February 2022 until the next AGM of the Company; and
- Ordinary Resolution 3 on payment of benefits to the Directors of up to an amount of RM50,000.00 from 29 June 2022 until the next AGM of the Company.

The Directors' benefits payable to the Directors are essentially the meeting allowance for attending Board/Board Committee meetings. The payment of Directors' fees for the period from 1 February 2022 until the conclusion of the next AGM is estimated not to exceed RM220,000 and the payment of benefits for the period from 29 June 2022 until the conclusion of the next AGM is estimated not to exceed RM50,000. The Board will seek shareholders' approval at the next AGM in the event the approved amount of Directors' fees and/or benefits is insufficient.

The proposed Ordinary Resolution 2 and 3, if passed, will allow the Board to pay the Directors' fees and the benefits to the Directors of the Company on a monthly basis and/or as and when incurred for services rendered by the Directors throughout the validity period.

The approval on Resolution 2 and 3 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 Companies Act, 2016; or revoked/

varied by resolutions passed by the shareholders of the Company in general meeting; which is the earliest.

Ordinary Resolution 4 and 5

Article 119 of the Company's Constitution provides that at each annual general meeting, one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office provided always that all Directors shall retire from the office at least once in each three (3) years. A retiring Director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires.

At the forthcoming 19th AGM, two (2) Directors will be retiring in accordance with Article 119 of the Company's Constitution. The said Directors are Tan Sri Dato' Samshuri bin Arshad and Ms Lee Chai Bee who being eligible for re-election have given their consent for re-election at the 19th AGM.

Ordinary Resolution 6

Article 123 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Company's Constitution. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.

The director appointed after the 18th AGM pursuant to the said Article 123 was Mr Low Tuan Lee, who will retire at the forthcoming AGM of the Company and being eligible for re-election. Mr Low Tuan Lee has also given his consent for re-election at the 19th AGM.

Ordinary Resolution 8 to 10

The Ordinary Resolution 8 to 10 are proposed to enable Ms Lee Chai Bee, Mr Wong Mun Wai and Tan Sri Dato' Samshuri bin Arshad to continue serving as Independent Directors of the Company to fulfil the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and in line with the Malaysian Code on Corporate Governance.

The Nomination Committee and the Board have assessed the independence of the said Independent Directors who have served as Independent Directors for more than nine (9) years and recommended Ms Lee Chai Bee, Mr Wong Mun Wai and Tan Sri Dato' Samshuri bin Arshad to continue to act as Independent Directors of the Company. The justifications of the Board of Directors for recommending and supporting resolution for them continuing in office as Independent Directors is set out in the Corporate Governance Statement in the Company's 2022 Annual Report.

Ordinary Resolution 11

The proposed Resolution 11 as Ordinary Resolution, if passed will empower the Directors of the Company, the authority to issue and allot shares up to an aggregate amount of not exceeding ten per cent (10%) of the issued share capital of the Company without convening a general meeting. This authority, unless revoked or varied at a General Meeting will expire at the next AGM.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 3 August 2021. As at the date of this Notice, no shares were issued pursuant to this general mandate which will lapse at the conclusion of the 19th AGM of the Company.

The renewal of the general mandate is to provide flexibility to the Company for any possible fund raising exercise including but not limited to issuance of new shares for funding investment project(s), working capital and/or acquisitions.

Ordinary Resolution 12

The proposed Resolution 12 as Ordinary Resolution, if passed, will empower the Company to conduct new recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day to day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The detailed information on Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 30 May 2022 which is despatched together with the 2022 Annual Report.