

**Notice Of Eighteenth Annual General Meeting**

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at 18th Floor, VIDA Bukit Ceylon, 1d Jalan Ceylon, 50200 Kuala Lumpur on Thursday, 10 November 2022 at 10.00 a.m. to transact the following businesses:-

AGENDA**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 May 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1
2. To re-elect Dato' Noordin Bin Sulaiman who retires pursuant to Clause 76(3) of the Company's Constitution. **Resolution 1**
3. To re-elect Dato Indera Tun Putera Matin Ahmad Shah Bin Munir who retires pursuant to Clause 78 of the Company's Constitution. **Resolution 2**
4. To approve the payment of Directors' fees of up to RM136,800.00 for the financial year ending 31 May 2023. **Resolution 3**
5. To approve the payment of Directors' benefits of up to RM18,000.00 for the period from 11 November 2022 until the next Annual General Meeting of the Company. **Resolution 4**
6. To consider and if thought fit, to pass the following resolution: **Resolution 5**
"THAT HLB Ler Lum Chew PLT, having consented to act, be hereby appointed as the Auditors of the Company in place of the retiring Auditors, HLB AAC PLT, and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to determine their remuneration."

Special Business

To consider and, if thought fit, to pass, with or without modifications, the following Special Resolution and Ordinary Resolution:-

7. **SPECIAL RESOLUTION**
Waiver Of Pre-Emptive Rights Pursuant To Section 85 Of The Companies Act, 2016 **Resolution 6**
(Please refer to Note 5)
"THAT pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to passing Ordinary Resolution – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.
8. **ORDINARY RESOLUTION**
Authority To Issue And Allot Shares Pursuant To Sections 75 and 76 Of The Companies Act, 2016 **Resolution 7**
(Please refer to Note 6)
"THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 ("the Act") and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 does not exceed 10% 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 from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

JOANNE TOH JOO ANN
SSM PC NO. 202008001119 (LS 0008574)

WONG WAI FOONG
SSM PC NO. 202008001472 (MAICSA 7001358)

Company Secretaries
Kuala Lumpur
30 September 2022

NOTES:-**i) Notes on Appointment of Proxy**

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 02 November 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. 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 attend, participate, speak and vote instead of the member at the General Meeting.
4. 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.
5. Where a member of the Company is an authorised nominee as defined in the 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.
6. 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. 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.

8. The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar at 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. In case of an electronic appointment, the proxy form must be submitted electronically via TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the Eighteenth Annual General Meeting on the procedure for electronic lodgement of proxy form via TIH Online. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar at 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 General Meeting 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 notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the Proxy Form is Tuesday, 08 November 2022 at 10.00 a.m.
12. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - (a) Identity card (NRIC) (Malaysian), or
 - (b) Police report (for loss of NRIC)/ Temporary NRIC (Malaysian), or
 - (c) Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.

ii) Explanatory Notes**Ordinary Business**

1. **Audited Financial Statements For The Financial Year Ended 31 May 2022**
This item is meant for discussion only as the provision of Section 340(1) Act, does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
2. **Re-election of Directors**
Please refer to the Statement Accompanying the Notice of Annual General Meeting for information.
3. **Payment of Directors' Fees and Benefits**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Resolution 3 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

The Directors' benefits proposed under Proposed Resolution 4 are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period commencing from the date immediately after this Annual General Meeting up to the date of the next Annual General Meeting. In the event the proposed amount is insufficient (due to enlarged Board size or more meetings), approval will be sought at the next Annual General Meeting for the shortfall.
4. **Appointment of New Auditors**
The Company's existing Auditors, HLB AAC PLT will hold office until the conclusion of the forthcoming Eighteenth Annual General Meeting to be held on 10 November 2022.

The Board and the Audit Committee had considered the profile, resources, experience, fee and engagement proposal as well as the size of the Group's operations and recommended that HLB Ler Lum Chew PLT be appointed as the Auditors of the Company.

Special Business

5. **Special Resolution: Waiver of Pre-emptive Rights**
The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution if passed, would allow the Directors to issue new shares to the any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
6. **Ordinary Resolution: Authority to Issue and Allot Shares**
The Ordinary Resolution proposed under Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the Previous Mandate").

Subject to passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016, the Ordinary Resolution proposed under Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of the issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, the Company has issued 37,552,338 new ordinary shares under a private placement exercise pursuant to the Previous Mandate. The total proceeds raised from the private placement exercise was RM5.896 million and the proceeds were utilized in the following manner:-

| Details | Timeframe for utilisation | Utilised (RM'000) |
|--|--|-------------------|
| Purchase of machineries and construction equipment | Within 12 months from the receipt of placement funds | 305 |
| General working capital | | 5,556 |
| Estimated expenses | Upon completion of the private placement | 35 |
| | Total | 5,896 |