

**NOTICE OF THE 20TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held on a virtual basis at the Broadcast venue at the Meeting Room of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 3 November 2022 at 10:00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve the declaration and payment of a final single-tier dividend of 0.2763 sen per ordinary share in respect of the financial year ended 30 June 2022.
(Resolution 1)
- To approve the payment of Directors' fees amounting to RM650,000 for the financial year ending 30 June 2024.
(Resolution 2)
- To approve the payment of Directors' benefits amounting to RM200,000 for the financial year ending 30 June 2024.
(Resolution 3)
- To re-elect the following Directors who are due to retire by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, have offered themselves for re-election:
(a) Dato' Sri Mohd Mokhtar Bin Mohd Shariff; and
(b) Dr. Lam Lee G.
(Resolution 4)
- To re-elect the following Directors who are due to retire pursuant to Clause 104 of the Company's Constitution and being eligible, have offered themselves for re-election:
(a) Mr. Cheah Ho Chee; and
(b) Ms. June Leong Lai Ling.
(Resolution 5)
- To re-appoint Ernst & Young PTL as the Company's Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.
(Resolution 8)

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modification, to pass the following ordinary resolutions:

8. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016
(Resolution 9)

"THAT subject to the Companies Act 2016 ("the Act") and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT pursuant to Section 85 of the Act to be read together with Clause 54 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 of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. RETENTION OF MR. GARY HO KUAT FOONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
(Resolution 10)

"THAT Mr. Gary Ho Kwat Foong be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

10. RETENTION OF DATIN SRI CLAIRE LEE SUK LENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
(Resolution 11)

"THAT Datin Sri Claire Lee Suk Leng be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

- To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a final single-tier dividend of 0.2763 sen per ordinary share in respect of the financial year ended 30 June 2022, if approved by shareholders, will be payable on 3 January 2023 to shareholders whose names appear in the Record of Depositors on 6 December 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:

- securities transferred into the Depositor's Securities Account before 4:30 p.m. on 6 December 2022 in respect of transfers; and
- securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)
Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
5 October 2022

Notes:

- A member of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints two (2) proxies, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders, proxies and/or corporate representatives shall communicate with the main venue of the Twentieth Annual General Meeting of the Company via real-time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Twentieth Annual General Meeting of the Company as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders, proxies and/or corporate representatives may email their questions to eservices@sssb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders, proxies and/or corporate representatives will be broadcasted and responded to by the Chairman/Board of Directors/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, such member 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 (1) 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 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 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 at SS E Solutions Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic means via email**
In the case of an appointment made via email transmission, the proxy form must be received via email at eservices@sssb.com.my.
- For option (ii), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Tuesday, 1 November 2022 at 10:00 a.m. for verification purposes.
- Online**
In the case of an appointment made via an online lodgement facility, please submit the proxy form electronically via Securities Services e-Portal at <https://sssb.net.my/>.

- Should you wish to personally participate in the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sssb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Virtual General Meeting for further details as attached in the Annual Report.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a Meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- For the purpose of determining who shall be entitled to attend this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 28 October 2022 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this Meeting.

Explanatory Notes to Ordinary and Special Business:

- Audited Financial Statements for the financial year ended 30 June 2022**
This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the formal approval of the shareholders and hence, is not put forward for voting.
- Resolution 2 – Directors' fees**
The proposed Resolution 2 is for the purpose of approving the payment of Directors' fees amounting to RM650,000 for the financial year ending 30 June 2024.
- Resolution 3 – Directors' benefits**
The proposed Resolution 3 is for the purpose of approving the payment of Directors' benefits amounting to RM200,000 for the financial year ending 30 June 2024. The Directors' benefits comprise meeting allowances. The total estimated amount of Directors' benefits payable is calculated based on the size of the Board of Directors and Board Committees and the number of meetings estimated to be held during the financial year ending 30 June 2024.

Payment of the Directors' benefits would be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 3 has been passed at the Twentieth Annual General Meeting of the Company. The Board of Directors is of the view that it is just and equitable for the Directors to be paid on Directors' benefits on such basis, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) throughout the period as stated therein.

- Resolutions 4 to 5 – Re-election of Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution**
Pursuant to Clause 97 of the Company's Constitution, one-third (1/3rd) of the Directors for the time being or, if the number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3rd) shall retire from office such that each Director shall retire from office once in every three (3) years and all Directors who retire from office shall be eligible for re-election. Hence, two (2) out of six (6) Directors are to retire in accordance with Clause 97 of the Company's Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Twentieth Annual General Meeting of the Company, the Board of Directors through its Nominating Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:

- Performance and effectiveness of the Board of Directors as a whole, Board Committees and individual Directors;
- Independence of the Independent Non-Executive Directors; and
- Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board of Directors considered the performance of Dato' Sri Mohd Mokhtar Bin Mohd Shariff and Dr. Lam Lee G (each referred to as a "retiring Director") to be effective. The retiring Directors were able to meet the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates a commitment to the role and has sufficient time to meet his commitment to the Company. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board of Directors and Nominating Committee, where relevant.

The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2022.

- Resolutions 6 to 7 – Re-election of Directors who retire pursuant to Clause 104 of the Company's Constitution**
Pursuant to Clause 104 of the Company's Constitution, 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 the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Constitution of the Company. Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that Meeting.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Twentieth Annual General Meeting of the Company, the Board of Directors through its Nominating Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:

- Independence of the Independent Non-Executive Directors; and
- Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board of Directors considered that Mr. Cheah Ho Chee and Ms. June Leong Lai Ling were able to meet the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation and contribution. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board of Directors and Nominating Committee, where relevant.

The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2022.

- Resolution 9 – Authority to issue and allot shares**
The proposed Resolution 9 is primarily to give flexibility to the Board of Directors to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting of the Company ("the previous mandate"). The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The previous mandate was not utilised and accordingly no proceeds were raised.

- Resolutions 10 and 11 – Retention of Mr. Gary Ho Kwat Foong and Datin Sri Claire Lee Suk Leng as Independent Non-Executive Directors**
The proposed Resolutions 10 and 11 are for the purpose of retaining Mr. Gary Ho Kwat Foong and Datin Sri Claire Lee Suk Leng, who have served the Company for more than nine (9) years as Independent Non-Executive Directors of the Company and have met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board of Directors, therefore, considers them to be independent and recommends that they should be retained as Independent Non-Executive Directors of the Company until 31 May 2023 pursuant to Bursa Malaysia Securities Berhad Main Market Listing Requirements.