



NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held on a virtual basis from the Broadcast Venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Wednesday, 30 November 2022 at 2.30 p.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees to Non-Executive Directors up to an amount of RM168,000 from 1 December 2022 until the next Annual General Meeting of the Company. **Ordinary Resolution 1**
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM12,000 from 1 December 2022 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with Article 90(1) of the Company's Constitution:
 - Mr. Kong Kok Keong **Ordinary Resolution 3**
 - Mr. Chen Heng Mun **Ordinary Resolution 4**
- To re-appoint KPMG PLT as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 5**
- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: **Ordinary Resolution 6**

PROPOSED RETENTION OF WONG ZEE SHIN AS INDEPENDENT DIRECTOR
"THAT Mr. Wong Zee Shin be and is hereby retained as Senior Independent Non-Executive Director of the Company and he shall continue to act as an independent director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than nine (9) years."

Ordinary Resolution 6

AUTHORITY TO ALLOT SHARES

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being.

Ordinary Resolution 7

AND THAT pursuant to Article 54 of the Constitution, direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company."

- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

SEOW FEI SAN (SSM PC No. 201908002299)
TAN YOKE KHIM (SSM PC No. 201908002287)
Secretaries
Petaling Jaya
31 October 2022

Notes:

- The audited financial statements are laid before the members pursuant to Section 340(1) of the Companies Act 2016 ("Act"). The members' approval on the audited financial statements is not required and the same is for discussion only. Hence, the matter will not be put for voting.
- The Eleventh Annual General Meeting ("**11th AGM**" or "**Meeting**") of the Company will be held on a virtual basis and entirely via remote participation and voting. All members are advised to participate in the 11th AGM remotely via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely for the 11th AGM.
- The Broadcast Venue of the 11th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No members/proxy(ies) from the public will be physically present at the Broadcast Venue on the day of the meeting.
- Only depositors whose names appear in the Record of Depositors as at 23 November 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A member of the Company entitled to participate and vote at the Meeting is entitled to appoint a proxy or proxies to participate and vote on his/her behalf. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to participate the Meeting. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with 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.
- The instrument appointing a proxy ("**Proxy Form**") shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.
- The instrument appointing a proxy must be deposited/submitted via the following ways not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof:
 - By hardcopy 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>. Kindly refer to the Procedure for Electronic Submission of Proxy Form in the Administrative Guide.
- The last date and time for lodging the Proxy Form is Monday, 28 November 2022 at 2.30 p.m.

Explanatory Notes:

Ordinary Resolutions 1 and 2

Directors' fees and benefits payable to Non-Executive Directors

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. In this respect, the Board of Directors ("**Board**") agreed that the members' approval shall be sought at the 11th AGM on the Directors' fees and benefits in two (2) resolutions as follows:

Ordinary Resolution 1 on payment of Directors' fees from 1 December 2022 until the next AGM

The total amount of Directors' fees payable to the Non-Executive Directors from 1 December 2022 until the next AGM tabled for the members' approval is RM168,000 ("**Proposed fees**"). The Proposed fees is same as last year despite an independent director had resigned from the Board in August 2022 as there might be new appointment to the Board in the coming year. Nevertheless, there is no adjustment to the Directors' fees.

Ordinary Resolution 2 on payment of Directors' benefits from 1 December 2022 until the next AGM

The Directors' benefits payable to the Non-Executive Directors are essentially the meeting allowance for attendance of meetings of the Board, Board Committees and general meetings. Same as last year, the Directors' benefits from 1 December 2022 until the conclusion of next AGM is estimated not to exceed RM12,000.

The Board will seek members' approval at the next AGM in the event the amount of Directors' fees and benefits is insufficient due to an increase in Board size and/or number of meetings.

Ordinary Resolution 6

Proposed Retention of Independent Non-Executive Director

The proposed Ordinary Resolution 6 is proposed pursuant to Article 90(2) of the Company's Constitution and if passed, will allow Mr. Wong Zee Shin ("**Mr. Wong**") to be retained and continue to act as Senior Independent Non-Executive Director of the Company (Note: Mr. Wong was re-designated as Senior Independent Non-Executive Director on 30 August 2022).

Mr. Wong was appointed to the Board as an independent director on 28 March 2012. As at the date of printing of this Annual Report, Mr. Wong had served on the Board for a cumulative period of more than 9 years. The Board wishes to retain Mr. Wong as an independent director and is therefore seeking members' approval at the 11th AGM to retain him as Senior Independent Non-Executive Director of the Company.

Should the members' approval be obtained at the 11th AGM, Mr. Wong will continue to be the Senior Independent Non-Executive Director of the Company and will be subject to annual re-appointment by members at annual general meeting.

Full details of the Board's justifications for the retention of Mr. Wong as an independent director are set out in the Corporate Governance Overview Statement as contained in the Annual Report 2022.

Ordinary Resolution 7

Authority to Allot Shares

The proposed Ordinary Resolution 7, if passed, will:

- empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company; and
- give direction to the Directors of the Company to offer and issue new shares pursuant to the authority granted under Ordinary Resolution 7 to any such persons without first to offer the new shares to the existing members of the Company in proportion to their shareholding.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

The authority, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

As at the date of printing of the Annual Report, no new share was issued by the Company pursuant to the authority granted to the Directors at the 10th AGM held on 30 November 2021 and the said authority will lapse at the conclusion of the 11th AGM.