

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting ("13th AGM") of the Company will be held at Maharaja Suite, Pulau Springs Resort Berhad, 20km Jalan Pontian Lama, 81110 Pulau, Johor, on Friday, 24 November 2017 at 11.00 a.m. for the purpose of considering the following businesses:-

A G E N D A

Ordinary Business

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial period from 1 January 2016 to 30 June 2017 together with the Reports of the Directors and the Auditors thereon. 2. To re-elect Mr. Chen Huei Ping, the Director who is retiring in accordance with Article 93 of the Company's Constitution. 3. To re-elect Mr. Yong Ket Inn, the Director who is retiring in accordance with Article 99 of the Company's Constitution. 4. To approve the payment of Directors' fees of RM193,500 for the financial period from 1 January 2016 to 30 June 2017. 5. To approve the payment of Directors' remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries amounting to RM661,000 for the period from 31 January 2017 until the next Annual General Meeting of the Company. 6. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. | <p>(Please refer to
 Explanatory Note 1)</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> |
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Special Business

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

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| <ol style="list-style-type: none"> 7. Authority to Issue Shares
 "THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 & 76 of the Companies Act, 2016 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof." 8. To transact any other business of which due notice shall have been given. | <p>Ordinary Resolution 6</p> |
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BY ORDER OF THE BOARD
 NG SALLY (MAICSA 7060343)
 LIM LEE KUAN (MAICSA 7017753)
 Company Secretaries

Kuala Lumpur
 31 October 2017

Notes :

1. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or at hand of an officer or attorney duly authorised.
2. 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.
3. The instrument of appointing a proxy shall be deposited at the Company's Share Registrar's Office at Shareworks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.
4. Form of Proxy sent through facsimile transmission shall not be accepted.

GENERAL MEETING RECORD OF DEPOSITORS

For the purposes of determining a member who shall be entitled to attend the 13th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 58 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 November 2017. Only the Company's members whose names appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on their behalf.

EXPLANATORY NOTES

- (1) Item 1 of the Agenda
 This Agenda item is meant for discussion only, as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(2) Items 4 & 5 of the Agenda
 Section 230(1) of the Act provides amongst others, that "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 agreed that the shareholders' approval shall be sought at the 13th AGM on the Directors' remuneration in two (2) separate resolutions as below:-

- Resolution 3 on payment of Directors' fees for the financial period from 1 January 2016 to 30 June 2017; and
- Resolution 4 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 31 January 2017 until the next AGM ("Relevant Period").

The payment of the Directors' Fees for the financial period from 1 January 2016 to 30 June 2017 will only be made if the proposed Resolution 3 has been passed at the 13th AGM pursuant to Article 86 of the Company's Constitution and Section 230(1) of the Act.

The Directors' remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

	Executive Directors (RM'000)	Independent Non-Executive Directors (RM'000)	Non-Independent Non-Executive Director (RM'000)	Total (RM'000)
Meeting allowance	150	12	6	168
Other Benefits & Emoluments	490	2	1	493
Total	640	14	7	661

The estimated total amount of remuneration (excluding Directors' Fees) for the Relevant Period of RM661,000 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extend of involvement of the respective Directors.

Payment of Directors' Remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 4 has been passed at the 13th AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the financial period from 31 January 2017 until the next AGM.

- (3) Item 7 of the Agenda
 The proposed Ordinary Resolution 6, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This is the renewal of the mandate obtained from the shareholders at the last AGM ("the previous mandate"). The previous mandate has been utilised for the proposed private placement of up to 10% of the issued share capital of the Company ("Private Placement"). The Company has completed the Private Placement on 7 September 2016 where 23,154,000 new ordinary shares have been issued at an issue price of RM0.10 per placement share and quoted on the ACE Market of Bursa Malaysia Securities Berhad.

For further information, please refer to the Statement Accompanying Notice of 13th AGM below. The purpose of this general mandate is for possible fund raising exercises including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.