

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th AGM") of the Company will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 27 November 2019 at 11.00 a.m. for the purpose of considering the following businesses: -

A G E N D A

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect Mr Tang Boon Koon, a Director who is retiring in accordance with Article 93 of the Company's Constitution. **Ordinary Resolution 1**
3. To re-elect Mr Chen Hwei Ping, a Director who is retiring in accordance with Article 93 of the Company's Constitution. **Ordinary Resolution 2**
4. To approve the payment of Directors' fees of RM537,656 for the financial year ending 30 June 2020. **Ordinary Resolution 3**
5. To approve the payment of Directors' remuneration (excluding Directors' fees) payable to the Board of the Company and its subsidiaries amounting to RM443,503 for the financial period from 1 December 2019 until 30 November 2020. **Ordinary Resolution 4**
6. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

Special Business

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

7. **Authority to Issue Shares** **Ordinary Resolution 6**
 "THAT subject to the Companies Act 2016 ("Act"), Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental or regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 & 76 of the Act 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. **Proposed Adoption of the New Constitution of the Company** **Special Resolution 1**
 "THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association/Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix A accompanying the Company's Annual Report for the financial year ended 30 June 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the foregoing.
 AND THAT the Secretary be hereby authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia for and on behalf of the Company in accordance with the Section 36 of the Companies Act 2016."
9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

NG SALLY (MAICSA 7060343)
 TEO MEE HUI (MAICSA 7050642)
 Company Secretaries

Kuala Lumpur
 31 October 2019

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 or any adjourned meeting as the case may be.
4. Form of Proxy sent through facsimile transmission shall not be accepted.
5. **GENERAL MEETING RECORD OF DEPOSITORS**
 For the purposes of determining a member who shall be entitled to attend the 15th 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 20 November 2019. 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.
6. **EXPLANATORY NOTES TO SPECIAL BUSINESS**

- 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 15th AGM on the Directors' remuneration in two (2) separate resolutions as below:-
 - Resolution 3 on payment of Directors' fees for the financial year ending 30 June 2020; and
 - Resolution 4 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 1 December 2019 until 30 November 2020 ("Relevant Period").

The payment of the Directors' Fees for the financial year ending 30 June 2020 and the Directors' remuneration (excluding Directors' fees) will only be made if the proposed Resolutions 3 and 4 have been passed at the 15th 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)	Independent Non-Executive Directors (RM)	Total (RM)
Meeting allowance	0	19,500	19,500
Other Benefits & Emoluments	412,003	12,000	424,003
Total	412,003	31,500	443,503

The estimated total amount of Directors' remuneration (excluding Directors' Fees) for the Relevant Period of RM443,503 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.

Payment of Directors' Fees for the financial year ending 30 June 2020 and 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 Resolutions 3 and 4 have been passed at the 15th AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Fees for the financial year ending 30 June 2020 and 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 1 December 2019 until 30 November 2020. In the event where the payment of Directors' Fees for the financial year ending 30 June 2020 and Directors' remuneration (excluding Directors' Fees) payable during the above period exceeded the estimated amount sought at the 15th AGM, a shareholders' approval will be sought at 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 held on 29 November 2018 ("the Previous Mandate").
 The Company has not issued any new shares under the Previous Mandate which was approved at the last AGM which will lapse at the conclusion of the 15th AGM to be held on 27 November 2019. Accordingly, no proceeds were raised at this juncture.
 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.

- 4) Item 8 of the Agenda
 The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of the Act and to enhance administrative efficiency.
 Hence, the shareholders' approval is hereby sought for the Company to revoke the existing Memorandum and Articles of Association/Constitution of the Company and to adopt the new Constitution as set out in Appendix A accompanying this Annual Report. The new Constitution shall take effect upon the approval of shareholders of not less than seventy-five (75%) who are entitled to vote and do vote in person or by proxy at the 15th AGM.