

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("14th AGM") of the Company will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 29 November 2018 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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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To re-elect Y.M. Raja Hizad Bin Raja Kamarulzaman, a Director who is retiring in accordance with Article 93 of the Company's Constitution. | Ordinary Resolution 1 |
| 3. To re-elect Ms Kunamony A/P S.Kandiah, 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 RM358,000 for the financial year ended 30 June 2018. | Ordinary Resolution 3 |
| 5. To approve the payment of Directors' fees of RM435,000 for the financial year ending 30 June 2019. | Ordinary Resolution 4 |
| 6. To approve the payment of Directors' remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries amounting to RM341,463 for the financial period from 30 November 2018 until 30 November 2019. | Ordinary Resolution 5 |
| 7. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

Special Business

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

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| 8. 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." | Ordinary Resolution 7 |
| 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 2018

Notes :

- 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.
- 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 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.
- 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 14th 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 21 November 2018. 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

- 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.
- Items 4, 5 & 6 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 14th AGM on the Directors' remuneration in three (3) separate resolutions as below:-
 - Resolution 3 on payment of Directors' fees for the financial year ended 30 June 2018;
 - Resolution 4 on payment of Directors' fees for the financial year ending 30 June 2019; and
 - Resolution 5 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 30 November 2018 until 30 November 2019 ("Relevant Period").

The payment of the Directors' Fees for the financial year ended 30 June 2018 and financial year ending 30 June 2019 will only be made if the proposed Resolutions 3 and 4 have been passed at the 14th 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)	Non-Independent Non-Executive Director (RM)	Total (RM)
Meeting allowance	0	28,500	0	28,500
Other Benefits & Emoluments	312,963	0	0	312,963
Total	312,963	28,500	0	341,463

The estimated total amount of remuneration (excluding Directors' Fees) for the Relevant Period of RM341,463 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 2019 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 4 and 5 have been passed at the 14th 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 2019 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 30 November 2018 until 30 November 2019. In the event where the payment of Directors' Fees for the financial year ending 30 June 2019 and Directors' Remuneration (excluding Directors' Fees) payable during the above period exceeded the estimated amount sought at the 14th AGM, a shareholders' approval will be sought at the next AGM.

- Item 8 of the Agenda
 The proposed Ordinary Resolution 7, 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 24 November 2017 ("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 14th AGM to be held on 29 November 2018. 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.