

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on **Wednesday, 22 November 2017 at 11.00 a.m.** for the following purposes:-

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| <p><b>AGENDA</b></p> <p>1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon.</p> <p>2. To approve the increase and payment of Directors' fees of RM468,000 for the financial year ended 30 June 2017 (2016: RM424,400).</p> <p>3. To re-elect the following Directors retiring pursuant to Article 85 of the Company's Articles of Association:-</p> <p>3.1 Mr Foo Kok Siew</p> <p>3.2 Mr Oh Seong Lye</p> <p>3.3 Mr Lau Kean Cheong</p> <p>4. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration.</p> | <p><b>Please see Explanatory Note 1 Resolution 1</b></p> <p><b>Resolution 2</b></p> <p><b>Resolution 3</b></p> <p><b>Resolution 4</b></p> <p><b>Resolution 5</b></p> |
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**SPECIAL BUSINESS**

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

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| <p>5. <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016</b></p> <p>"<b>THAT</b>, subject to the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."</p> <p>6. <b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")</b></p> <p>"<b>THAT</b>, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature (Recurrent Related Party Transactions) as set out in Part A Section 2.3 of the Circular to Shareholders dated 30 October 2017, subject to the following:-</p> <p>(a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for the day-to-day operations; on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;</p> <p>(b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted during the financial year.</p> <p><b>THAT</b> such approval shall continue to be in force until:-</p> <p>(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;</p> <p>(ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or</p> <p>(iii) it is revoked or varied by resolution passed by shareholders of the Company in a general meeting, whichever is the earliest;</p> <p><b>AND THAT</b> the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."</p> <p>7. <b>PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES</b></p> <p>"<b>THAT</b>, subject to the Companies Act 2016 ("the Act"), the Company's Memorandum and Articles of Association and Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's share capital through Bursa Securities and to take all such steps as are necessary (including the opening and maintaining of a depository account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company, subject further to the following:-</p> <p>(i) the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to 10% of the total number of issued shares of the Company at the time of purchase;</p> <p>(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;</p> <p>(iii) the approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and any other relevant authorities; and</p> <p>(iv) upon completion of the purchase(s) of the ordinary shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to cancel all the shares so purchased or retain all the shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act) or retain part thereof as treasury shares and cancelling the balance, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force."</p> <p>8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act 2016.</p> | <p><b>Resolution 6</b></p> <p><b>Resolution 7</b></p> <p><b>Resolution 8</b></p> |
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By Order of the Board

Chow Yuet Kuen (MAICSA 7010284)  
Lau Fong Siew (MAICSA 7045893)  
Chartered Secretaries  
Kuala Lumpur  
30 October 2017

**Explanatory Notes**

**1. Audited Financial Statements**

*This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 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. Ordinary Resolution 1 – Directors' Fees**

*The proposed Ordinary Resolution 1, if passed, will authorise the increase and payment of Directors' fees in respect of the financial year ended 30 June 2017 amounting to RM468,000 (2016: RM424,400). The Board opined that it is just and equitable for the Non-Executive Directors to be paid such payment in view of their increased level of duties and responsibilities, and time commitment required for them to discharge their duties effectively.*

**3. Ordinary Resolution 6 – Authority to Issue Shares under Section 75 and 76 of the Companies Act 2016**

*The proposed Ordinary Resolution 6, if passed, is to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This approval is sought to avoid any delay and costs involved in convening a general meeting of the Company to approve such issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.*

*The general mandate sought for the issue of shares is a renewal to the general mandate which was approved by shareholders at the last Annual General Meeting held on 23 November 2016. As at the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of the 7th Annual General Meeting.*

*The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to issuance of new shares for funding investment projects, working capital and/or acquisitions.*

**4. Ordinary Resolution 7 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

*The proposed Ordinary Resolution 7, if passed, will empower the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in a timely manner. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.*

*Further information on the Proposed Shareholders' Mandate is set out in the Circular/Statement to Shareholders dated 30 October 2017 which is dispatched together with the Annual Report 2017.*

**5. Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority**

*The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.*

*Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Circular/Statement to Shareholders dated 30 October 2017 which is dispatched together with the Annual Report 2017.*

**Notes**

**Proxy**

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the proxy shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (ii) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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.
- (iii) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (iv) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
- (v) The instrument appointing a proxy must be deposited at the Company's Registered Office situated at No. 45-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (vi) If you wish to attend the meeting yourself, please do not submit any Proxy Form for the meeting that you wish to attend. You will not be allowed to attend the meeting together with a proxy appointed by you.
- (vii) If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the Help Desk to revoke the appointment of your proxy.
- (viii) Fax copy of the duly executed Proxy Form is not acceptable.

**General Meeting Record of Depositors**

Only members whose names appear in the Record of Depositors as at 14 November 2017 shall be entitled to attend and vote at the 7th Annual General Meeting or appoint a proxy to attend and vote on his behalf.

**Registration**

- (i) Registration will start at 9.30 am.
- (ii) Please produce your original Identity Card (IC) to the registration staff for verification. Please make sure you collect your IC thereafter.
- (iii) Upon verification, you are required to write your name and sign on the attendance list placed on the registration table.
- (iv) You are not allowed to register on behalf of another person even with the original IC of the other person.

**Voting**

All the resolutions will be put to vote by poll.