

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth 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 **Tuesday, 27 November 2018 at 11.00 a.m.** for the following purposes:-

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon. 2. To approve the payment of Directors' fees of RM544,425 for the financial year ended 30 June 2018. 3. To approve the payment of Directors' benefits of up to RM40,000 for the period from 28 November 2018 until the next Annual General Meeting of the Company in 2019. 4. To re-elect the following Directors retiring pursuant to Article 85 or 92 of the Company's Articles of Association:- <ol style="list-style-type: none"> 4.1 Y.A.M. Tengku Puteri Seri Kemala Pahang Tengku Hajjah Aishah Bte Sultan Haji Ahmad Shah, DK(II), SIMP 4.2 Dato' Sri Thong Kok Khee 4.3 Dato' Wong Gian Kui 4.4 Datuk Phang Ah Tong 5. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. | <p style="text-align: right;">Please see
Explanatory Note 1
Resolution 1
Resolution 2</p> <p style="text-align: right;">Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7</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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| <ol style="list-style-type: none"> 6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016
 "THAT, 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." 7. PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES
 "THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Company's Memorandum and Articles of Association, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:- <ol style="list-style-type: none"> (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; (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; (iii) the authority 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 (iv) upon completion of the purchase(s) of the ordinary shares 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. AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase(s) of the ordinary shares in the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." 8. PROPOSED GRANTING OF OPTIONS TO DATUK PHANG AH TONG
 "THAT, subject to the passing of Ordinary Resolution 6 above, approval be and is hereby given for the Company to offer and grant to Datuk Phang Ah Tong, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Employees' Share Option Scheme ("ESOS") of the Company provided that:- <ol style="list-style-type: none"> (a) not more than 10% of the new ordinary shares of the Company available under the ESOS shall be allocated to any individual eligible participant, who either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares); AND subject always to such terms and conditions of the ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the ESOS AND THAT the Directors be and are hereby authorised to issue and allot new ordinary shares in the Company from time to time pursuant to the exercise of such options." 9. 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 style="text-align: right;">Resolution 8</p> <p style="text-align: right;">Resolution 9</p> <p style="text-align: right;">Resolution 10</p> |
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By Order of the Board

Yuet Kuen (MAICSA 7010284)
Lau Fong Siew (MAICSA 7045893)
Chartered Secretaries

Kuala Lumpur
26 October 2018

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 payment of Directors' fees to the Non-Executive Directors of the Company in respect of the financial year ended 30 June 2018 amounting to RM544,425 (2017: RM468,000). The Board opined that it is just and equitable for the Non-Executive Directors to be paid such fees in view of their level of duties and responsibilities, and time commitment required for them to discharge their duties effectively.

3. Ordinary Resolution 2 – Directors' Benefits

The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committee and general meetings of the Company. The Directors' benefits of up to RM40,000 for the period from 28 November 2018 until the next Annual General Meeting in 2019 are derived from the estimated meeting allowance based on the number of scheduled and unscheduled meetings and the number of Non-Executive Directors involved in these meetings.

4. Ordinary Resolution 8 – Authority to Issue Shares under Section 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 8, 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 of the general mandate which was approved by shareholders at the last Annual General Meeting held on 22 November 2017. 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 8th 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.

5. Ordinary Resolution 9 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 9, 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 Share Buy-Back Authority is set out in the Statement in relation to the Proposed Renewal of Share Buy-Back Authority dated 26 October 2018 which is dispatched together with the Annual Report 2018.

6. Ordinary Resolution 10 – Proposed Granting of Options to Datuk Phang Ah Tong

The proposed granting of options to Datuk Phang Ah Tong is made pursuant to the Company's ESOS which was established in 2013 for a period of 5 years. The ESOS had subsequently been extended for a further period of 2 years until 3 October 2020. Datuk Phang Ah Tong was appointed as an Independent Non-Executive Director of the Company on 8 February 2018 and shall be eligible to participate in the ESOS in accordance with the provisions of the By-Laws governing and constituting the ESOS.

The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to offer and grant options to Datuk Phang to subscribe for new shares in the Company and to allot and issue such number of new shares to him from time to time pursuant to the exercise of such options.

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 16 November 2018 shall be entitled to attend and vote at the 8th 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.