

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty Eighth Annual General Meeting of the Company will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 19 November 2019 at 10:00 a.m. for the following purposes:-

## AGENDA

### Ordinary Business

1. To lay before the Meeting the Audited Financial Statements for the financial year ended 30 June 2019 and the Reports of the Directors and Auditors thereon.
2. To approve payment of Directors' fee of RM300,000 in respect of the financial year ended 30 June 2019 (2018: RM300,000). **(Ordinary Resolution 1)**
3. To approve the payment of Directors' benefits (excluding Directors' Fees) up to an amount of RM30,000 payable to the Independent Directors from 1 July 2019 until the next Annual General Meeting to be held in 2020. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Clause 103(1) of the Company's Constitution:-
  - i) Mdm Chong Chin Lin **(Ordinary Resolution 3)**
  - ii) Mr Andrew Yong Tze How **(Ordinary Resolution 4)**
  - iii) Mr Chia Swee Yuen **(Ordinary Resolution 5)**
5. To re-appoint Messrs BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

### Special Business

6. To consider and if thought fit, to pass the following as an ordinary resolution:-

#### Retention of Independent Director

"That Mr Foo Kee Fatt who has served the Board for more than nine years be retained as Independent Non-Executive Director of the Company." **(Ordinary Resolution 7)**

7. To transact any other business of which due notice shall have been received.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Thirty Eighth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Clause 71 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 8 November 2019. Only a depositor whose name appears on the Record of Depositors as at 8 November 2019 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

### BY ORDER OF THE BOARD

HO MUN YEE (MAICSA 0877877)  
TAM FONG YING (MAICSA 7007857)  
Company Secretaries

Selangor  
18 October 2019

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(Cont'd)**

**Notes:**

- (i) A member entitled to attend and vote at a meeting, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) persons as his proxy to vote instead of the member at the meeting. There shall be no restrictions as to the qualifications of the proxy.
- (ii) Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
- (iv) The instrument appointing a proxy must be completed and deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll). You can also have the option to lodge the proxy appointment electronically via TIIH online at website <https://tiih.online> before the proxy form lodgement cut-off time as mentioned in the above. For further information on the electronic lodgement of proxy form, kindly refer to the Annexure of the Proxy Form.

**Notes:**

- A. The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act 2016. Hence, this matter will not be put for voting.
- B. The benefits payable to the Directors (excluding Directors' Fees) comprises meeting allowances payable to the Independent Directors. The estimated meeting allowances payable to the Directors from 1 July 2019 until the next Annual General Meeting of the Company, are calculated based on the number of scheduled meetings for Board of Directors, Board Committees and general meetings of the Company.

**EXPLANATORY NOTE ON SPECIAL BUSINESS**

**1. Retention of Independent Director**

The Board of Directors has vide the Nominating and Remuneration Committee conducted an assessment of independence on Mr Foo Kee Fatt who has served as an Independent Non-Executive Director for a cumulative term of more than nine years and recommended him to continue to act as an Independent Non-Executive Director based on the following justifications:-

Justifications

- a) He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and is therefore able to give independent opinion to the Board;
- b) Being Director for more than nine years has enabled him to contribute positively during deliberations/discussions at meetings as he is familiar with the operations of the Company and possess knowledge of the Company's operations;
- c) He has contributed sufficient time and exercised due care during his tenure as an Independent Non-Executive Director;
- d) He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders;
- e) He has the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- f) He has never compromised on his independent judgement.

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**STATEMENT ACCOMPANYING THE NOTICE OF THE 38TH ANNUAL GENERAL MEETING**

**A Further details of Directors who are standing for re-election as Directors**

The details of the Directors who are standing for re-election at the 38th Annual General Meeting are set out in the Directors' Profile of the Company's 2019 Annual Report. No individual other than the retiring Directors are seeking election as Directors at the 38th Annual General Meeting.

The retiring Directors have been assessed by the Nominating and Remuneration Committee and the Board of Directors and are recommended for re-election at the 38th Annual General Meeting.