

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Ninth Annual General Meeting of the Company will be held on a fully virtual basis at the broadcast venue at Room 4.2, No. 19 Jalan Jurunilai U1/20, Hicom Glenmarie Industrial Park, 40150 Shah Alam on Tuesday, 24 November 2020 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 2020 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 2020. *(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 2020 until the next Annual General Meeting to be held in 2021. *(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) Mr Yong Pang Chaun *(Ordinary Resolution 3)*
 - ii) Mr Foo Kee Fatt *(Ordinary Resolution 4)*
 - iii) Ms Chew Voon Chyn *(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 as an Independent Non-Executive Director for a cumulative term of more than nine years be retained as an 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 Ninth 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 13 November 2020. Only a depositor whose name appears on the Record of Depositors as at 13 November 2020 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 (SSM PC NO.: 201908003292) (MAICSA 0877877)

CHO MEI THO (SSM PC NO.: 201908003284) (MAICSA 7036543)

Company Secretaries

Selangor

23 October 2020

Notice of Annual General Meeting

(Cont'd)

Notes:

- (i) *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.*
- (ii) *Shareholders/proxies from the public WILL NOT BE ALLOWED to attend the 39th AGM in person at the Broadcast Venue on the day of the meeting. Please refer to the Administrative Guide if you wish to join the meeting remotely.*
- (iii) *Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 39th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the procedures for RPV in the Administrative Guide on 39th AGM.*
- (iv) *A member of the Company entitled to attend and vote at the above meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation.*
- (v) *Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
- (vi) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised 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 authorised.*
- (vii) *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). Individual shareholders can also have the option to submit the proxy appointment electronically via TIIH online at website <https://tiih.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.*

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 2020 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 proposed Ordinary Resolution 7, if passed, will enable Mr Foo Kee Fatt who was appointed on 2 January 2009 and has served the Board as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to be retained as an Independent Non-Executive Director of the Company.

The Board of Directors has vide the Nominating and Remuneration Committee conducted an assessment of independence on Mr Foo 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;

EXPLANATORY NOTE ON SPECIAL BUSINESS (CONT'D)

1. Retention of Independent Director (Cont'd)

Justifications (Cont'd)

- 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.

STATEMENT ACCOMPANYING THE NOTICE OF THE 39TH 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 39th Annual General Meeting are set out in the Directors' Profile of the Company's 2020 Annual Report. No individual other than the retiring Directors are seeking election as Directors at the 39th 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 39th Annual General Meeting.