



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at Ballroom, Level 1, Espira Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Monday, 22 June 2020 at 11.00 a.m. for the purpose of considering the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note (i)]**
2. To approve the payment of Directors' Fees of RM267,500 and Meeting Allowance of RM14,000 for the financial year ended 31 December 2019. **RESOLUTION 1**
3. To approve the payment of Directors' Fees of RM408,000 and Meeting Allowance of RM22,400 for the period from 1 January 2020 to 30 June 2021. **RESOLUTION 2**
4. To re-elect the following Directors, who retire by rotation in accordance with Clause 97.1 of the Company's Constitution:-
 - (i) Ms Lee Poh Choo **RESOLUTION 3**
 - (ii) Mr Chia Kay Joo **RESOLUTION 4**
 - (iii) Encik Azizul Bin Mohd Othman **RESOLUTION 5**
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **RESOLUTION 6**

AS SPECIAL BUSINESS

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

6. **Ordinary Resolution** **Authority To Issue And Allot Shares ("Authority to Issue Shares")** **RESOLUTION 7**

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being."

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**7. Ordinary Resolution
Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party
Transactions Of A Revenue Or Trading Nature**

RESOLUTION 8

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with the mandated related party, particulars of which are set out in Section 1.4 of the Circular dated 22 May 2020, provided that such transactions are:-

- (a) recurrent transaction of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
- (c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms with those generally available to the public; and
- (d) not detrimental to the interests of the minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next annual general meeting ("AGM") of the Company following this annual general meeting where the authority is approved, at which time the authority will lapse unless renewed by a resolution passed at the meeting; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorised by the Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions."

**8. Ordinary Resolution
Proposed Renewal Of Share Buy-Back Authority**

RESOLUTION 9

"THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount 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:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares and cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under employee share scheme or as purchase consideration,



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AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

**9. Ordinary Resolution
Continuation In Office Of Independent Non-Executive Directors**

"THAT approval be and is hereby given to the following directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting of the Company:-

- (i) Mr Chai Moi Kim;
- (ii) Mr Chia Kay Joo;
- (iii) Encik Azizul Bin Mohd Othman; and
- (iv) Mr Chan Kee Loin."

**RESOLUTION 10
RESOLUTION 11
RESOLUTION 12
RESOLUTION 13**

10. To transact any other business for which due notice shall been given in accordance with the Companies Act 2016.

By Order of the Board

LIM MING TOONG (SSM Practicing Certificate No. 201908002735) (MAICSA 7000281)

ELIZABETH ALLISON DE ZILVA (SSM Practicing Certificate No. 202008002112) (MAICSA 7030086)

Company Secretaries

Kuala Lumpur

22 May 2020

NOTES:

- (1) A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- (2) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (3) Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- (4) Where a member 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. Where the Exempt Authorised Nominee appoints two (2) or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of his holdings to be represented by each proxy.

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- (5) The instrument appointing a proxy shall 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy must be deposited at the Share Registrar's office, to 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 or drop the Proxy Form at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit your electronic Proxy Form via TIH Online at <https://tjih.online> not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Please refer to the Annexure to the Proxy Form for submission of electronic Proxy Form.
- (7) Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Annual General Meeting is 15 June 2020.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:

(i) **Item 1 of the Agenda**

Audited Financial Statements for the financial year ended 31 December 2019

This Agenda item is meant for discussion only, as the provisions of Section 248 and Section 340 (i)(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.

(ii) **Resolution 7 - Authority To Issue And Allot Shares**

The proposed Ordinary Resolution, if approved, 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 Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the shareholders at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and no proceeds were raised. The purpose of this general mandate sought will provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

(iii) **Resolution 8 - Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

The proposed Ordinary Resolution, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 22 May 2020 dispatched together with the Annual Report 2019.

(iv) **Resolution 9 - Proposed Renewal Of Share Buy-Back Authority**

The proposed Ordinary Resolution, if approved, will empower the Company to purchase and/or hold up to ten per centum (10%) of the existing total issued shares of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 22 May 2020 for further information.

(v) **Resolutions 10 – 13 - Continuation In Office Of Independent Non-Executive Directors**

The proposed Ordinary Resolutions, if passed, will allow the named directors to remain as independent directors notwithstanding that they have served a cumulative term of over nine years as independent directors.

The Board after the annual assessment of the independence of the four independent Directors namely, Chai Moi Kim, Chia Kay Joo, Azizul Bin Mohd Othman and Chan Kee Loin, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to remain as Independent Non-Executive Directors of the Company despite their tenure in the Board based on the following justifications:-

- (a) they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and thus, they would be able to provide check and balance and bring an element of objectivity to the Board;
- (b) they have cumulative knowledge of the Group's business and operation, and have made and continue to make valuable contributions through their role in the Audit Committee;



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- (c) they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board through their vast experience in various industries; and
- (d) they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.

Measures to Minimise Risk of COVID-19

In order to minimise the risk of community spread of COVID-19 pandemic, the Company will be taking the following precautionary measures at the 19th AGM:

1. All attendees will be required to wear a mask, undergo a temperature check and make a health declaration prior to entering the meeting venue;
2. Any person who has fever or exhibits flu-like symptoms will not be permitted to attend the 19th AGM; and
3. There will be no door gifts and refreshments served at the 19th AGM.

On the seating arrangements and number of individuals to be present at the venue, the Company will observe and abide by the prevailing directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council and other relevant authorities to curb the spread of the Covid-19 pandemic.

Shareholders are advised to arrive early at the AGM venue given that the above-mentioned precautionary measures may cause delay in the registration process.

To vote on any or all of the resolutions at the 19th AGM, you are encouraged to send in your votes in advance by proxy and to appoint the Chairman as your proxy. The proxy form is attached to the Notice of AGM.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendations of any government agencies or regulatory bodies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19 pandemic.