

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Second ("22nd") Annual General Meeting of the members of the Company will be held at RG Dining, Level R, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 12 June 2019, at 10.30 a.m. for the purpose of transacting the following businesses:-

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer Notes No. 8(a)**

2. To re-elect the following Directors who retire pursuant to the Company's Articles of Association and, being eligible, offer themselves for re-election: -

(a) Mr. Choong Kai Soon	Article 100	<b>Ordinary Resolution 1</b>
(b) Mr. Choong Kay Cheong	Article 100	<b>Ordinary Resolution 2</b>
(c) Dato' Koh Hong Sun	Article 100	<b>Please refer Notes No. 8(c)</b>

Dato' Koh Hong Sun who is retiring pursuant to Article 100 of the Company's Articles of Association, will be retiring at the conclusion of this 22nd Annual General Meeting.

3. To approve the payment of Directors' fees of RM600,000/- in respect of the financial year ended 31 December 2018. **Ordinary Resolution 3**

4. To approve the payment of Directors' benefits up to an amount of RM100,000/- from the 22nd Annual General Meeting until the 23rd Annual General Meeting of the Company. **Ordinary Resolution 4**

5. To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

## SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary and Special Resolutions

6. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 **Ordinary Resolution 6**

"THAT subject always to the Companies Act 2016, Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other governmental/regulatory bodies where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company, to such persons, at any time 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 issued does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier."

7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") **Ordinary Resolution 7**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Proposed Shareholders' Mandate for the Company and/or its subsidiary companies ("the Group") to enter into and to give effect to the category of Recurrent Related Party Transactions of a Revenue or Trading nature from time to time with the Related Party as specified in Part A of the Circular to Shareholders dated 30 April 2019 provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations;
- (c) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (d) are not detrimental to the minority shareholders of the Company

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

- (a) the conclusion of the next AGM of the Company following this AGM at which the Renewal of Shareholders' Mandate is passed, at which time it will lapse unless authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM 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
- (c) is revoked or varied by resolution passed by shareholders of the Company in a General Meeting, whichever is earlier,

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders Mandate."

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

"THAT, subject to compliance with Section 127 of the Companies Act 2016 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to retain the shares as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder AND THAT the Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the Company's shareholders or to deal with the treasury shares in the manners as allowed by the Act;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- (a) the conclusion of the next AGM of the Company following at which time the authority shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders at a General Meeting,

whichever occurs first but not to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provision of the Listing Requirements and any other relevant authorities AND THAT authority be and is hereby given to Directors of the Company to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities."

9. Continuing in office of Mr. Leou Thiam Lai as Independent Non-Executive Director **Ordinary Resolution 9**

"THAT authority be and is hereby given to Mr. Leou Thiam Lai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

10. Continuing in office of Datuk Zainun Aishah binti Ahmad as Independent Non-Executive Director **Ordinary Resolution 10**

"THAT authority be and is hereby given to Datuk Zainun Aishah binti Ahmad who has reserved as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

11. Proposed Adoption of the New Constitution of the Company **Special Resolution**

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption of the New Constitution."

12. To transact any other business for which due notice has been given.

## BY ORDER OF THE BOARD

**ANDREA HUONG JIA MEI (MIA 36347)**

Company Secretary

Kuala Lumpur

30 April 2019

## Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies, the appointment shall be invalid he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.

2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

3. Where a member of the Company is an Exempt Authorised Nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.

4. In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of an officer or attorney duly authorised.

5. The Proxy Form must be deposited at the Share Registrar's Office, Boardroom Share Registrars Sdn. Bhd. (Formerly known as Symphony Share Registrars Sdn. Bhd.) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

6. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.

## 7. General Meeting Record of Depositors

For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 54(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 4 June 2019 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.

## 8. Explanatory Notes on Ordinary and Special Business:

### (a) Audited Financial Statements for the financial year ended 31 December 2018

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, this item in the agenda is not put forward for voting by shareholders of the Company.

### (b) Resolutions No. 3 and 4 - Directors' Benefits Payable

Pursuant to Section 230 (1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting.

The proposed Directors' Benefits payable comprised allowances and other benefits. The total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meeting from 13 June 2019 (being the day after the 22nd AGM) until the 23rd AGM. In the event, the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

### (c) Retirement of Director

Article 100 of the Company's Articles of Association states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Dato. Koh Hong Sun who is retiring pursuant to Article 100 of the Company's Articles of Association, has indicated that he does not wish to seek for re-election at this 22nd Annual General Meeting of the Company. Hence, he shall cease to be a Director of the Company at the conclusion of the 22nd Annual General Meeting.

### (d) Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

Resolution No. 6 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by shareholders at last year's AGM ("the previous mandate"). As the date of this Notice, the Company did not allot any shares pursuant to the previous mandate.

The proposed Resolution No. 6, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding ten percent (10%) of the total number of issued shares of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisition.

### (e) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution No. 7, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from the shareholders of the Company at a General Meeting. For further information, please refer to Part A of the Circular to Shareholders dated 30 April 2019, which is circulated together with this Annual Report.

### (f) Resolution pursuant to Proposed Renewal of Share Buy-Back Authority

Resolution No. 8, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued shares of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next AGM. For further information, please refer to Part B of the Circular to Shareholders dated 30 April 2019 which is circulated together with this Annual Report.

### (g) Resolution Nos. 9 & 10

The proposed Ordinary Resolution 9, if passed, will allow Mr. Leou Thiam Lai to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, vide the Nomination Committee has assessed the independence of Mr. Leou, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than seventeen (17) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for him continuing in office as Independent Non-Executive Directors are set out under the Corporate Governance Overview Statement in the Company's 2018 Annual Report.

- (h) The proposed Ordinary Resolution 10, if passed, will allow Datuk Zainun Aishah binti Ahmad ("Datuk Zainun") to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, vide the Nomination Committee has assessed the independence of Datuk Zainun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than eleven (11) years and recommended her to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for her continuing in office as Independent Non-Executive Directors are set out under the Corporate Governance Overview Statement in the Company's 2018 Annual Report.

Resolution Nos. 9 & 10 if passed, will authorise Mr. Leou Thiam Lai and Datuk Zainun Aishah binti Ahmad to continue in office as Independent Non-Executive Directors of the Company until the conclusion of the next AGM of the Company.

### (i) Special Resolution

#### Proposed Adoption of the New Constitution of the Company

In view of the substantial amount of amendments to the existing Memorandum and Articles of Association ("M&A"), the Board proposed to revoke the existing M&A in its entirety and in place thereof, adopt a new Constitution as set out in Appendix II of the Circular to shareholders dated 30 April 2019.

The proposed resolution, if passed, will streamline the Company's Constitution with the Act, recent amendments to Main Market Listing Requirements of Bursa Securities. Please refer to Part C of the Circular to Shareholders dated 30 April 2019 which is circulated together with this Annual Report.