

**NOTICE IS HEREBY GIVEN THAT** the Tenth Annual General Meeting of the Company will be held on a virtual basis at a venue in Malaysia where the Chairman is present via online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. at <https://tiih.online> on Wednesday, 30 August 2023 at 11.00 a.m. and at any adjournment thereof to transact the following businesses:-

**AGENDA**

**As Ordinary Business:**

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees to Non-Executive Directors up to an amount of RM400,000 from 31 August 2023 until the next annual general meeting of the Company. **Ordinary Resolution 1**
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM60,000 from 31 August 2023 until the next annual general meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with the Constitution of the Company:-  
(a) Mr Ng Aik Chuan under Article 107(1)(b) **Ordinary Resolution 3**  
(b) Datuk Leong Kam Weng under Article 107(1)(b) **Ordinary Resolution 4**  
(c) Ms Teo Siok Kee under Article 107(1)(a) **Ordinary Resolution 5**
- To appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**As Special Business:**

- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-  
**PROPOSED RETENTION OF TAN SRI DR. SULEIMAN BIN MOHAMED AS INDEPENDENT DIRECTOR** **Ordinary Resolution 7**  
"THAT Tan Sri Dr. Suleiman Bin Mohamed be and is hereby retained as Independent Non-Executive Chairman of the Company and he shall continue to act as an independent director upon reaching his cumulative term of nine (9) years on 1 January 2024."  
**PROPOSED RETENTION OF DATUK LEONG KAM WENG AS INDEPENDENT DIRECTOR** **Ordinary Resolution 8**  
"THAT Datuk Leong Kam Weng be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as an independent director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than nine (9) years."  
**PROPOSED RETENTION OF LIEW CHEK LEONG AS INDEPENDENT DIRECTOR** **Ordinary Resolution 9**  
"THAT Mr Liew Chek Leong be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as an independent director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than nine (9) years."  
**AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 10**  
"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.  
AND THAT pursuant to Article 56 of the Constitution, direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company."
- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

**SEOW FEI SAN (SSM PC No. 201908002299)**  
**MOK MEE KEE (SSM PC No. 201908002288)**  
Secretaries

Petaling Jaya

31 July 2023

**NOTES TO THE NOTICE OF THE TENTH ANNUAL GENERAL MEETING:**

- The members' approval on the Audited Financial Statements is not required pursuant to the provision of Section 340(1) of the Companies Act 2016 ("Act") and hence, the matter will not be put for voting.
- Only depositors whose names appear in the Record of Depositors as at 23 August 2023 shall be regarded as members and entitled to attend, speak and vote at the Tenth Annual General Meeting ("Meeting" or "10th AGM").
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, he / she shall specifies the proportions of his / her holdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his / her attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by directors.
- The instrument appointing a proxy must be deposited physically at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronic means via TIH Online website at <https://tiih.online>, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Explanatory Notes:-

**Ordinary Resolutions 1 and 2**

**Directors' fees and benefits payable to Non-Executive Directors**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the members' approval shall be sought at the 10th AGM on the Directors' fees and benefits in two (2) resolutions as follows:-

- Ordinary Resolution 1 on payment of Directors' fees from 31 August 2023 until the next Annual General Meeting ("AGM")**  
The total amount of Directors' fees payable to the Non-Executive Directors from 31 August 2023 until the next AGM tabled for the members' approval is RM400,000. The figure is calculated with the assumption that there is no adjustment to the Directors' fees and no change in the Board size during the aforesaid period.
- Ordinary Resolution 2 on payment of Directors' benefits from 31 August 2023 until the next AGM**  
The Directors' benefits (excluding Directors' fees) payable to the Non-Executive Directors are essentially the meeting allowance for attendance of meetings of the Board, Board Committees and general meetings. The Directors' benefits from 31 August 2023 until the conclusion of next AGM is estimated not to exceed RM60,000.

In the event the amount of Directors' fees and benefits is insufficient due to an increase in Board size and/or number of meetings during the aforesaid period, the Board will seek members' approval at the next AGM.

**Ordinary Resolution 7**

**Proposed Retention of Independent Non-Executive Chairman**

The proposed Ordinary Resolution 7 is proposed pursuant to Article 107(2)(a) of the Company's Constitution and if passed, will allow Tan Sri Dr. Suleiman Bin Mohamed ("Tan Sri Suleiman") to be retained and continue to act as Independent Non-Executive Chairman of the Company.

Tan Sri Suleiman was appointed to the Board as Independent Non-Executive Chairman on 1 January 2015. As at the date of printing of this Annual Report, Tan Sri Suleiman has served on the Board for a cumulative period of 8 years and 6 months, and his term of full 9 years falls on 1 January 2024. The Board wishes to retain Tan Sri Suleiman as Independent Non-Executive Chairman after 1 January 2024 and is therefore seeking members' approval at the 10th AGM, in view that the next AGM is expected to be held in August/September 2024.

Should the members' approval is obtained at the 10th AGM, Tan Sri Suleiman will continue to be the Independent Non-Executive Chairman of the Company on 1 January 2024 and will be subject to annual re-appointment by members at the subsequent AGMs.

Full details of the Board's justifications for the retention of Tan Sri Suleiman as Independent Non-Executive Chairman are set out in the Corporate Governance Overview Statement as contained in the Annual Report 2023.

**Ordinary Resolutions 8 and 9**

**Proposed Retention of Independent Non-Executive Directors**

The proposed Ordinary Resolutions 8 and 9 are proposed pursuant to Article 107(2)(a) of the Company's Constitution and if passed, will allow Datuk Leong Kam Weng ("Datuk Jory") and Mr Liew Chek Leong ("Mr Liew") to be retained and continue to act as Independent Non-Executive Directors of the Company.

During the 9th AGM held on 26 August 2022, the members have granted approval for both Datuk Jory and Mr Liew to continue as Independent Non-Executive Directors of the Company upon their full 9-year term on 1 December 2022.

As at the date of printing of this Annual Report, they have served on the Board for a cumulative period of 9 years and 7 months. The Board wishes to retain both of them as Independent Non-Executive Directors and is therefore seeking members' approval at the 10th AGM.

Should the members' approval is obtained at the 10th AGM, Datuk Jory and Mr Liew will continue to be the Independent Non-Executive Directors of the Company and will be subject to annual re-appointment by members at the subsequent AGMs.

Full details of the Board's justifications for the retention of Datuk Jory and Mr Liew as Independent Non-Executive Directors are set out in the Corporate Governance Overview Statement as contained in the Annual Report 2023.

**Ordinary Resolution 10**

**Authority to Allot Shares Pursuant to the Companies Act 2016**

The proposed Ordinary Resolution 10, if passed, will:-

- empower the Directors of the Company to allot and issue not more than 10% of the total number of issued shares of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company; and
- give direction to the Directors of the Company to offer and issue new shares pursuant to the authority granted under Ordinary Resolution 10 to any such persons without first to offer the new shares to the existing members of the Company in proportion to their shareholding.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

The authority, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

As at the date of printing of the Annual Report, no new share was issued by the Company pursuant to the authority granted to the Directors at the 9th AGM held on 26 August 2022 and the said authority will lapse at the conclusion of the 10th AGM.