



NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting (“12th AGM”) of the Company will be held on a virtual basis from the Broadcast Venue at Tricor Business Centre Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 30 November 2023 at 2.30 p.m. or at any adjournment thereof to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees to the Non-Executive Directors of RM14,000 for their services from 1 October 2023 until the date of this annual general meeting in excess of the current approved limit.
(Ordinary Resolution 1)
- To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM210,000 from 1 December 2023 until the next annual general meeting of the Company.
(Ordinary Resolution 2)
- To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM15,000 from 1 December 2023 until the next annual general meeting of the Company.
(Ordinary Resolution 3)
- To re-elect the following Directors who retire pursuant to the Company's Constitution:
(a) Mr. Ooi Boon Pin (Article 90(1))
(b) Mr. Wong Zee Shin (Article 90(1))
(c) Dato' Lee Teck Hua (Article 83)
(d) Ms Au Peck Wai (Article 83)
(Ordinary Resolution 4)
(Ordinary Resolution 5)
(Ordinary Resolution 6)
(Ordinary Resolution 7)
- To re-appoint KPMG PLT as Auditors of the Company and authorise the Directors to determine their remuneration.
(Ordinary Resolution 8)
- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:
PROPOSED RETENTION OF MR. WONG ZEE SHIN AS INDEPENDENT DIRECTOR
(Ordinary Resolution 9)

“THAT Mr. Wong Zee Shin be and is hereby retained as Senior 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, until the end of the term of twelve (12) years as allowed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.”

AUTHORITY TO ALLOT SHARES

(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 Clause of 54 of the Constitution, direction to the contrary of preemptive 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)

TAN YOKE KHIM (SSM PC No. 201908002287)

Secretaries
Petaling Jaya
31 October 2023

Notes:

- Mode of Meeting**
 - The 12th AGM of the Company will be held on a virtual basis and entirely via remote participation and voting. All members are advised to participate in the 12th AGM remotely via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely for the 12th AGM.
 - The Broadcast Venue of the 12th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 (“**Act**”) which requires the Chairman of the Meeting to be at the main venue. No members / proxy(ies) from the public will be physically present at the Broadcast Venue on the day of the meeting.
- Proxy**
 - For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 12th AGM, the Company shall be requesting the Record of Depositors as at 22 November 2023. Only depositors whose names appear in the Record of Depositors as at 22 November 2023 shall be regarded as members and entitled to attend, speak and vote at the meeting.
 - A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
 - A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings 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 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 (“**Proxy Form**”) shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing (or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors).
 - The Proxy Form must be deposited/submitted in the following manners not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof:
 - By hardcopy form
The Proxy Form must be deposited with the Share Registrar of the Company 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic form
The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Proxy Form in the Administrative Guide.
 - The last date and time for lodging the Proxy Form is Tuesday, 28 November 2023 at 2.30 p.m.
- Audited Financial Statements for the Financial Year Ended 30 June 2023**

The audited financial statements are laid before the members pursuant Section 340(1) of the Act. Members' approval on the audited financial statements is not required and the same is for discussion only. Hence, the matter will not be put for voting.
- Ordinary Resolutions 1 to 3**

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.
Ordinary Resolution 1 on payment of Directors' fees from 1 October 2023 until the date of the 12th AGM
The members had at the 11th AGM held on 30 November 2022 approved the payment of Directors' fees to the Non-Executive Directors of up to an amount of RM168,000 for their services from 1 December 2022 until the next annual general meeting of the Company (“**2022 Mandate Limit**”). Due to the increase in Board size, the total amount of Directors' fees paid/payable from 1 December 2022 until the date of 12th AGM i.e. 30 November 2023 is amounting to RM182,000, of which RM14,000 is in excess of the 2022 Mandate Limit (“**Excess Amount**”). Accordingly, specific shareholder approval will be sought at the 12th AGM for the payment of the Excess Amount.
Ordinary Resolution 2 on payment of Directors' fees from 1 December 2023 until the next AGM
Based on the current Board size and on the assumption that there is no adjustment to the Directors' fees, the total amount of Directors' fees payable to the Non-Executive Directors from 1 December 2023 until the next AGM tabled for the members' approval is RM210,000.
Ordinary Resolution 3 on payment of Directors' benefits from 1 December 2023 until the next AGM
The Directors' benefits payable to the Non-Executive Directors are essentially the meeting allowance for attendance of meetings of the Board, Board Committees and general meetings. Based on the current Board size and estimated number of meetings to be held, the Directors' benefits from 1 December 2023 until the conclusion of next AGM is estimated not to exceed RM15,000.
The Board will seek members' approval at the next AGM in the event the amount of Directors' fees and benefits is insufficient due to an increase in Board size and/or number of meetings.
- Ordinary Resolution 9**

Proposed Retention of Independent Non-Executive Director
The proposed Ordinary Resolution 9 is proposed pursuant to Article 90(2) of the Company's Constitution and if passed, will allow Mr. Wong Zee Shin (“**Mr. Wong**”) to be retained and continue to act as Senior Independent Non-Executive Director of the Company. Mr. Wong was appointed to the Board as an independent director on 28 March 2012. As at the date of printing of this Annual Report, Mr. Wong had served on the Board for a cumulative period of 11 years and 7 months. Come 28 March 2024, Mr. Wong will serve on the Board for a cumulative period of 12 years, which is the maximum term allowed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) for an independent director. At the 12th AGM, the Board wishes to seek member's approval to retain Mr. Wong as Senior Independent Non-Executive Director of the Company, until the end of his term of 12 years as allowed under the Listing Requirements. Full details of the Board's justifications for the retention of Mr. Wong as an independent director are set out in the Corporate Governance Overview Statement as contained in the Annual Report 2023.
- Ordinary Resolution 10**

Authority to Allot Shares
The proposed Ordinary Resolution 10, if passed, will:
 - empower the Directors of the Company to allot and issue not more than 10% of the issued share capital 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 11th AGM held on 30 November 2022 and the said authority will lapse at the conclusion of the coming 12th AGM.