

Notice of the Thirty-Third Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting of the Company will be held at Grand Seasons Hotel, 72 Jalan Pahang, 53000 Kuala Lumpur on Tuesday, 27 November 2018 at 10.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

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| 1. To lay the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon. | Please refer Explanatory Note A |
| 2. To re-elect the following Directors who retires in accordance with Article 82 of the Company's Article of Association:
i) Tan Sri Dato' Lim Kang Hoo
ii) Ms. Kang Hui Ling
iii) Ms. Lim Ts-Fei | Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5 |
| 3. To re-elect Mr. Lim Chen Heng who retires in accordance with Article 89 of the Company's Articles of Association. | Resolution 6 |
| 4. To approve the payment of Directors' Fees of RM 270,000.00 for the financial year ended 30 June 2018. | Resolution 7 |
| 5. To approve the payment of Directors' Benefits up to an amount of RM 200,000.00 from 1 July 2018 until the next Annual General Meeting of the Company. | Resolution 6
Resolution 7 |
| 6. To declare a First and Final Single Tier Dividend of 1 sen per share in respect of the financial year ended 30 June 2018. | Resolution 7 |
| 7. To re-appoint Messrs. Mazars PLT as Auditors for the financial year ending 30 June 2019 and to authorise the Directors to fix their remuneration. | Resolution 8 |
| 8. As Special Business, to consider and if thought fit, to pass the following ordinary resolutions with or without modifications:-
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT approval be and is hereby given for Ms. Kang Hui Ling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, to continue to act as an Independent Non-Executive Director of the Company," | Resolution 9 |
| PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES
"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being AND THAT the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier." | Resolution 10 |
| PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND ADDITIONAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
"THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 2.4 of the Circular to Shareholders dated 30 October 2018 with the related parties listed in section 2.3 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favourable than those normally available to the public and are not to the detriment of the minority shareholders; AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-
a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting;
b) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act or
c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." | Resolution 11 |
| 9. To transact any other matter for which due notices have been given in accordance with the Company's Articles of Association and the Companies Act 2016. | |

By Order of the Board

Lim Thiam Wah, ACIS
Chartered Secretary
Kuala Lumpur
30 October 2018

Notes:

- Only depositors whose names appear in the General Meeting Record of Depositors as at 15 November 2018 shall be entitled to attend and vote at the Annual General Meeting.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy.
- For 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.
- If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- Pursuant to Paragraph 29A(1) of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes:

Note A:
The Audited Financial Statements are meant for discussion only as they do not require shareholders' approval under the provision of Section 251(1) of the CA 2016. As such, this Agenda item will not be put forward for voting.

Resolutions 1 to 3:

Article 82 of the Company's Articles of Association expressly states that at the annual general meeting in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election. Pursuant to Article 82, Tan Sri Dato' Lim Kang Hoo, Ms. Kang Hui Ling and Ms. Lim Ts-Fei are standing for re-election at this Annual General Meeting. The profiles of the Directors standing for re-election are set out in their respective profiles in the Annual Report. The Nomination Committee (NC) of the Company has assessed the criteria and contribution of Tan Sri Dato' Lim Kang Hoo, Ms. Kang Hui Ling and Ms. Lim Ts-Fei and recommended their re-election to the Board endorsed the NC's recommendation that Tan Sri Dato' Lim Kang Hoo, Ms. Kang Hui Ling and Ms. Lim Ts-Fei be re-elected as Directors of the Company.

Resolutions 4:

Article 89 of the Company's Articles of Association expressly states that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Pursuant to Article 89, Mr. Lim Chen Heng is standing for re-election at this Annual General Meeting. The profile of the Director standing for re-election is set out in his profile in the Annual Report. The Nomination Committee (NC) of the Company has assessed the criteria and contribution of Mr. Lim Chen Heng and recommended for his re-election. The Board endorsed the NC's recommendation that Mr. Lim Chen Heng be re-elected as Director of the Company.

Resolutions 5 and 6:

Section 230(1) of the CA 2016 provides amongst others, that 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 wishes to seek shareholders' approval for the following payments to the Directors of the Company at the Annual General Meeting in two (2) separate resolutions as below:

Resolution 5 seeks approval for the payment of Directors' Fees of RM270,000.00 for the financial year ended 30 June 2018.
Resolution 6 seeks approval for the payment of Directors' Benefits up to an amount of RM200,000.00 with effect from the Thirty-Third Annual General Meeting until the next Annual General Meeting of the Company.

In determining the estimated total amount of Directors' Fees and benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board, Board Committees, Board of Subsidiaries and Management Committees as well as the number of Directors involved in these meetings based on the current number of Directors and has included additional provisional sum for future appointment of Directors of the Company on the Boards of Subsidiaries and increase in number of Board and committee meetings due to business expansion.

In the event where the payment of Directors' Benefits payable with effect from the Thirty-Third Annual General Meeting until the next Annual General Meeting of the Company exceeds the estimated amount sought in the Annual General Meeting, a shareholders' approval is to be sought in the next Annual General Meeting of the Company in 2019 on the payment of the exceeded amount.

Resolution 7:

With reference to Section 131 of the Companies Act, 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 30 August 2018, the Board has considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debt as and when the debts become due within twelve (12) months immediately after the distribution is made on 22 January 2019 in accordance with the requirements under Section 132(2) and (3) of the Companies Act, 2016.

Resolution 8:

The Audit Committee and the Board have considered the re-appointment of Messrs. Mazars PLT as Auditors of the Company and collectively agreed that Messrs. Mazars PLT has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Explanatory notes on Special Business:-

Resolution 9:

The Proposed Resolution 9, if passed, will allow Ms. Kang Hui Ling to continue in office as Independent Non-Executive Director. The Malaysian Code on Corporate Governance 2017 recommended that approval of shareholders be sought through a two-tier voting process in the event that the Company intends to retain a person as an Independent Director, a person who has served in that capacity for more than 12 years. The Board has assessed and recommended that Ms. Kang Hui Ling who has served as Independent Non-Executive Director of the Company for more than 12 years, to continue to act as Independent Non-Executive Director, subject to shareholder's approval through a two-tier voting process at the forthcoming Annual General Meeting of the Company.

Key justifications for her recommendation to continue as Independent Non-Executive Director are as follows:
a. Fulfills the independent director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
b. Relevant experience and expertise as set out in her profile in the Annual Report.
c. Long service with the Company enhances her knowledge and understanding of the business operations of the Group which enable her to contribute actively and effectively during deliberations or discussion at Audit Committee and Board Meetings.

Resolution 10:

The Proposed Resolution 10, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 23 November 2017 and which will lapse at the conclusion of the Thirty-Third Annual General Meeting. The general mandate 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(s), working capital and/or acquisitions.

Resolution 11:

The Proposed Resolution 11, if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 30 October 2018, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made on 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 are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.