

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held on a virtual basis via online meeting platform hosted on Securities Services e-Portal at <https://ssshb.net.my/> provided by SS E Solutions Sdn. Bhd. at the broadcast venue at Lot 6, Jalan Teknologi 3/6, Taman Sains Selangor 1, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 2 December 2021 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon. **(Please refer Note 1)**
- To approve the payment of Directors' fees amounting to RM139,776.00 for the financial year ended 30 June 2021. **Resolution 1**
- To approve an amount of up to RM40,000.00 as benefits payable to the Non-Executive Directors from 3 December 2021 until the next Annual General Meeting of the Company to be held in 2022. **Resolution 2**
- To re-elect the following Directors who shall retire pursuant to Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Datuk Phang Ah Tong **Resolution 3**
 - Mr. Lew Jin Aun **Resolution 4**
 - Mr. Koay Kah Ee **Resolution 5**
- To re-appoint Messrs. Crowe Malaysia 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, with or without any modifications, to pass the following resolutions as ordinary and special resolutions:

(a) ORDINARY RESOLUTION NO. 1**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **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 Malaysia Securities; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 7**(b) ORDINARY RESOLUTION NO. 2****RETENTION OF MR. LEW JIN AUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT subject to the passing of Resolution 4, approval be and is hereby given to retain Mr. Lew Jin Aun as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."

Resolution 8**(c) ORDINARY RESOLUTION NO. 3****RETENTION OF DATO' PHILIP CHAN HON KEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT approval be and is hereby given to retain Dato' Philip Chan Hon Keong as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."

Resolution 9**(d) ORDINARY RESOLUTION NO. 4****RETENTION OF MR. KOAY KAH EE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT subject to the passing of Resolution 5, approval be and is hereby given to retain Mr. Koay Kah Ee as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."

Resolution 10**(e) SPECIAL RESOLUTION****PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

"THAT the proposed amendments to the Constitution of the Company, as annexed as Appendix 1 of the Annual Report 2021, be and are hereby approved and adopted with immediate effect;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities."

Resolution 11

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

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)

Company Secretaries

Kuala Lumpur

27 October 2021

Explanatory Notes:**1) Approval for the payment of benefits payable to the Non-Executive Directors**

The Directors' benefits comprise the meeting allowances payable to the Non-Executive Directors. In determining the estimated total Directors' benefits, the size of the Board of Directors ("Board") and Board Committees and the number of meetings estimated to be held were taken into consideration.

2) Authority to issue shares pursuant to the Companies Act 2016 ("Act")

The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time ("General Mandate") provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

The Company had been granted an increase in general mandate limit for issuance of new securities to not more than 20% of the total number of issued shares of the Company for the time being, by its shareholders at the Fourteenth AGM of the Company held on 3 December 2020.

Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") vide its letter dated 16 April 2020 granted several additional relief measures to listed corporations, amongst others, listed corporations are allowed to seek a higher general mandate under Rule 6.04 of Bursa Malaysia Securities ACE Market Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities until 31 December 2021 and thereafter, the 10% General Mandate will be reinstated.

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 Fourteenth AGM of the Company held on 3 December 2020 and which will lapse at the conclusion of the Fifteenth AGM of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

3) Retention as Independent Non-Executive Directors ("Independent Directors") of the Company pursuant to the Malaysian Code on Corporate Governance ("MCCG")

- The proposed adoption of the Ordinary Resolution No. 2 is to retain Mr. Lew Jin Aun ("Mr. Lew") as an Independent Director of the Company.

Mr. Lew was appointed as an Independent Director of the Company on 2 January 2009, and has, therefore served as an Independent Director for a cumulative term of more than nine (9) years as at the date of this Notice. The Nomination Committee of the Company has assessed the independence of all Independent Directors including Mr. Lew and recommended to retain him as an Independent Director of the Company. The Board endorsed the Nomination Committee's recommendation and is of the view that his retention as Independent Director of the Company is in the best interest of the Company.

- The proposed adoption of the Ordinary Resolution No. 3 is to retain Dato' Philip Chan Hon Keong ("Dato' Philip") as an Independent Director of the Company.

Dato' Philip was appointed as an Independent Director of the Company on 18 January 2008, and has, therefore served as an Independent Director for a cumulative term of more than nine (9) years as at the date of this Notice. The Nomination Committee of the Company has assessed the independence of all Independent Directors including Dato' Philip and recommended to retain him as an Independent Director of the Company. The Board endorsed the Nomination Committee's recommendation and is of the view that his retention as Independent Director of the Company is in the best interest of the Company.

- The proposed adoption of the Ordinary Resolution No. 4 is to retain Mr. Koay Kah Ee ("Mr. Koay") as an Independent Director of the Company.

Mr. Koay was appointed as an Independent Director of the Company on 18 January 2008, and has, therefore served as an Independent Director for a cumulative term of more than nine (9) years as at the date of this Notice. The Nomination Committee of the Company has assessed the independence of all Independent Directors including Mr. Koay and recommended to retain him as an Independent Director of the Company. The Board endorsed the Nomination Committee's recommendation and is of the view that his retention as Independent Director of the Company is in the best interest of the Company.

4) Proposed amendments to the Constitution of the Company

The proposed adoption of the Special Resolution is to enhance administrative efficiency and provide greater clarity in the Constitution of the Company.

The Special Resolution, if passed will take effect upon the shareholders' approval at the Fifteenth AGM of the Company.

Notes:

- The Agenda item no. 1 is meant for discussion only. The provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 30 June 2021. Hence, this Agenda item is not put forward for voting.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 November 2021 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his stead. Where the member appoints two (2) proxies in relation to a Meeting, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy need not be a member of the Company and a member may appoint any person to be his proxy. There shall be 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 attend, participate, speak and vote at the Meeting.

As guided by the Securities Commission Malaysia's Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@ssshb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 member or of his attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an officer or attorney duly authorised.
- Appointment of proxy and registration for remote participation and voting**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://ssshb.net.my/>. All resolutions set out in this notice of meeting are to be voted by poll.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://ssshb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Virtual General Meeting for further details.

The Administrative Guide on the Conduct of a Virtual General Meeting is available for download at <https://www.jf-technology.com/>.