

# NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth (26th) Annual General Meeting ("26th AGM") of the Company will be held at the Auditorium, 1st Floor, Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 23 September 2020 at 11.00 a.m. to transact the following businesses:

## AGENDA

### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Clause 97 of the Company's Constitution:
  - (a) Dato' Dr. Abu Talib Bin Bachik
  - (b) Haji Hussein Bin Ismail
3. To approve the Directors' Fees and allowances of up to RM650,000.00 from 24 September 2020 until the next Annual General Meeting.
4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**PLEASE REFER  
TO EXPLANATORY  
NOTE 1**

Ordinary  
Resolution 1

Ordinary  
Resolution 2

Ordinary  
Resolution 3

Ordinary  
Resolution 4

## NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING CONTINUED

### AGENDA (CONTINUED)

#### Special Business

To consider and, if thought fit, to pass the following ordinary resolutions:

5. **AUTHORITY TO ISSUE SHARES**

“**THAT** subject always to the Companies Act, 2016 (“Act”), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Section 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total issued and paid-up share capital of the Company at the time of issue 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 to be in force until the conclusion of the next Annual General Meeting of the Company.”

6. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016 and the Company’s Constitution.

Ordinary  
Resolution 5

**PLEASE REFER  
TO EXPLANATORY  
NOTE 2**

#### BY ORDER OF THE BOARD,

MS WONG YOUN KIM (MAICSA 7018778)  
Company Secretary

Kuala Lumpur  
7 August 2020

# NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

CONTINUED

## NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
7. The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. Provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy.
8. General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 September 2020. Only a depositor whose name appears on the Record of Depositors as at 17 September 2020 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

## EXPLANATORY NOTES:

### 1. Item 1 of the Agenda – Audited Financial Statements for the Financial Year Ended 31 March 2020

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

### 2. Ordinary Resolution 5 – Authority to Issue and Allot Shares pursuant to Section 76 of the Companies Act, 2016

The proposed Ordinary Resolution 5 is intended to renew the authority granted to the Directors of the Company at the Twenty-Fifth Annual General Meeting of the Company held on 25 September 2019 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment, working capital and/or acquisitions.

## STATEMENT ACCOMPANYING NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

1. The Directors who are standing for re-election at the Twenty-Sixth Annual General Meeting of the Company pursuant to the Constitution of the Company are:
  - (a) Dato' Dr. Abu Talib Bin Bachik (Clause 97)
  - (b) Haji Hussein Bin Ismail (Clause 97)

The details of the above Directors seeking re-election are set out in the 'Board of Directors' section as disclosed on pages 12 to 14 of the Annual Report.