

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Hotel Sfera, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Tuesday, 28 May 2019 at 11.45 a.m.

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 31 December 2018, together with the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve payment of Directors' Fees of RM152,830 in respect of the year ended 31 December 2018. (Resolution 2)
3. To approve payment of Directors' Benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM170,000 from 29 May 2019 until the next Annual General Meeting of the Company. (Resolution 3)
4. To re-elect the following Directors retiring pursuant to the Articles of Association of the Company:
Ching Nye Mi @ Chieng Ngie Chay (Resolution 3)
Ding Ming Hea (Resolution 4)
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS, to consider and, if thought fit, pass the following Ordinary Resolutions:

6. Retention of Independent Non-Executive Directors

- 6.1 That Dato' Robert Lim @ Lim Git Hooi, DPMP, JP who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 6)
- 6.2 That subject to his re-election as a Director of the Company under Ordinary Resolution No. 3, Ching Nye Mi @ Chieng Ngie Chay who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 7)
- 6.3 That subject to his re-election as a Director of the Company under Ordinary Resolution No. 4, Ding Ming Hea who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 8)

7. Proposed Renewal of Share Buy Back Authority (Resolution 9)

"That, subject to the Companies Act, 2016, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share Buy Back") provided that:-

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa number of issued shares Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back; and
- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-
 - a) the shares so purchased may be cancelled; and/or
 - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities."

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature (Resolution 10)

"That, subject to the Companies Act, 2016 ("Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies ("Related Parties") as specified in Section 2.2 of the Circular to Shareholders dated 30 April 2019, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) carried out on an arm's length basis, in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- iv) are not to the detriment of the minority shareholders.

And that the shareholders' mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting whichever is earlier.

And that the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Mandate."

9. Proposed Adoption of New Constitution of the Company (Special Resolution)

"That approval be and is hereby given for the Company to revoke its existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

CHAN YOKE YIN
CHENG GHEE CHENG
CHAN EOI LENG

Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
 30 April 2019

NOTE:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend, speak and vote instead of him/her. A proxy must be 18 years and above.
- b) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- c) 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.
- d) Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the registered office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- f) Depositors who appear in the Record of Depositors as at 17 May 2019 shall be regarded as Member of the Company entitled to attend the Seventeenth Annual General Meeting or appoint one or two proxies to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1) Retention of Independent Non-Executive Directors

In line with the Malaysian Code on Corporate Governance, the Board on the Nominating Committee who has carried out an assessment of the Directors has recommended that Dato' Robert Lim @ Lim Git Hooi, DPMP, JP, Ching Nye Mi @ Chieng Ngie Chay and Ding Ming Hea who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, be retained as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) They fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus they would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- (ii) Their vast experience in their professional knowledge enabled them to provide the Board with a diverse set of experience, expertise and independent judgment.
- (iii) They have performed their duty diligently and in the best interest of the Company as required by the Code as an Independent Director and provide a broader view, independent and balanced assessment of proposals from the management.

2) Proposed Renewal of Share Buy Back Authority

Further information on the above Ordinary Resolution is set out in Part A of the Statement/Circular to Shareholders of the Company.

3) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

Further information on the above Ordinary Resolution is set out in Part B of the Statement/Circular to Shareholders of the Company.

4) Proposed Adoption of New Constitution of the Company

The Special Resolution proposed under item 9, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act, 2016 and Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed new Constitution is set out in Part C of the Statement/Circular to Shareholders of the Company.