

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2020 at 11.00 a.m. for the following purposes :

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon. (Please refer to Note 1)
- To approve the payment of Directors' fees of up to RM260,000.00 for the financial year ending 31 March 2021 to the Directors of the Company and its subsidiaries. Ordinary Resolution 1
- To approve the payment of benefits other than Directors' fees of up to RM28,000.00 to the Non-Executive Directors of the Company from 29 September 2020 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect Tan Lay Chee retiring under Clause 135 of the Company's Constitution as a Director of the Company and who, being eligible offers himself for re-election. Ordinary Resolution 3
- To re-elect Mak Siew Wei retiring under Clause 131 of the Company's Constitution as a Director of the Company and who, being eligible offers himself for re-election. Ordinary Resolution 4
- To re-appoint Messrs. Ong & Wong as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. Ordinary Resolution 5

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

- Power to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 Ordinary Resolution 6
"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 issued pursuant to this Resolution does not exceed 20% 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 from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

LIM KIM TECK
(SSM PRACTISING CERTIFICATE NO. 202008002059)
(MAICSA 7010844)

ADELIN TANG KOON LING
(SSM PRACTISING CERTIFICATE NO. 202008002271)
(LS 0009611)
Company Secretaries

Date : 28 August 2020
Penang

NOTES:**1. Audited Financial Statements for the financial year ended 31 March 2020**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

2. Ordinary Resolution No. 1 – Proposed payment of Directors' fees

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.

3. Ordinary Resolution No. 2 – Proposed payment of Directors' benefits (excluding Directors' fees)

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committee meetings for the period from 29 September 2020 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

4. Ordinary Resolution No. 6 - Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed resolution, if passed, will grant a renewed general mandate ("Renewed Mandate") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding 20% (twenty per centum) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The Renewed 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, capital expenditure, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is considered appropriate to seek shareholders' approval for a Renewed Mandate. This Renewed Mandate unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting held on 13 September 2019 which will lapse at the conclusion of the Sixteenth Annual General Meeting.

Bursa Malaysia Securities Berhad had vide its letter dated 16 April 2020 granted greater flexibility for listed issuers to raise fund quickly and efficiently through an increased general mandate limit for new issue of securities from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate") to assist and support listed issuers in these trying and challenging times due to the Covid-19 pandemic. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as the authority will facilitate any possible fundraising activities, including but not limited to placement of shares for purpose of funding of working capital, capital expenditures, settlement of trade and non-trade creditors, repayment of banking facilities or as consideration for strategic investments.

5. Appointment of Proxy

- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
- Subject to Paragraph (3) below, a member entitled to attend and vote is entitled to appoint two (2) or more proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. Alternatively, the proxy form may be submitted by electronics means through TIIH online at <https://tjih.online>.
- The instrument appointing a proxy must be deposited at Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or submitted by electronic means through TIIH online at <https://tjih.online> not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

6. Members entitled to attend the 16th AGM

Only a Depositor whose name appear in the Record of Depositors as at 21 September 2020 shall be regarded as a member entitled to attend, speak and vote or to appoint a proxy or proxies to attend, speak and vote at the Sixteenth Annual General Meeting.