



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 21<sup>st</sup> Annual General Meeting of the Company will be held at Hotel Pullman Kuala Lumpur Bangsar, Studio III, Level 3, Jalan Pantai Baru, 58000 Kuala Lumpur on Wednesday, 30<sup>th</sup> November 2022 at 10.00 a.m. to transact the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30<sup>th</sup> June 2022 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1 on Ordinary Business)
- To re-elect the following Directors who retire by rotation pursuant to Clause 110 of the Company's Constitution:- (Please refer to Explanatory Note 2 on Ordinary Business)
  - Dato' Seow Yong Chin Resolution 1
  - Chin Kok Wah Resolution 2
- To re-elect Dato' Shahrom Bin Abd Malik who retires pursuant to Clause 116 of the Company's Constitution. (Please refer to Explanatory Note 3 on Ordinary Business) Resolution 3
- To approve the payment of Directors' fees of RM137,000.00 for the financial year ended 30<sup>th</sup> June 2022. Resolution 4
- To approve the payment of Directors' fees and allowances of up to RM250,000 for the period from 1<sup>st</sup> July 2022 until the next Annual General Meeting of the Company to be held in 2023. (Please refer to Explanatory Note 4 on Ordinary Business) Resolution 5
- To re-appoint Messrs. UHY as Auditors of the Company for the financial year ending 30<sup>th</sup> June 2023 and to authorise the Directors to fix the Auditors' remuneration. Resolution 6

#### AS SPECIAL BUSINESS

- Ordinary Resolution  
- Approval for issuance of new ordinary shares pursuant to Section 75 and 76 of the Companies Act 2016 (Please refer to Explanatory Note 1 on Special Business) Resolution 7

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to 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 also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act 2016, whichever is the earlier."

- Ordinary Resolution  
- Retention of Independent Non-Executive Director (Please refer to Explanatory Note 2 on Special Business) Resolution 8
- "THAT Mr Tee Lay Peng who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company pursuant to Clause 112 of the Company's Constitution."

- To transact any other business of which due notice shall have been given.

By Order of the Board

**Koh Kim Koon**

Company Secretary

Kuala Lumpur

31<sup>st</sup> October 2022

#### Notes to Shareholders:-

- Only depositors whose names appear on the Record of Depositor as at 23<sup>rd</sup> November 2022 shall be entitled to attend, speak and vote at this meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A member, including an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the securities account.
- 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 appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 4.03A, 4th Floor, Plaza Prima, 4½ Miles, Jalan Kelang Lama, 58200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.

#### A. Explanatory Notes on Ordinary Business

- Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.
- Clause 110 of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), the number nearest to one third (1/3) shall retire from office and be eligible for re-election. Each Director shall retire from office once in every three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires.  
The Board was satisfied with the performance of the abovementioned Directors upon the assessment conducted by the Nomination Committee and hence, recommended their proposed re-election to be tabled for shareholders' approval at this Annual General Meeting.  
Dato' Seow Yong Chin and Mr Chin Kok Wah are retiring pursuant to Clause 110 of the Company's Constitution, and being eligible, have offered themselves for re-election at this Annual General Meeting.
- Clause 116 of the Company's Constitution states that the Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with this Constitution as the maximum number of Directors. A Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.  
Dato' Shahrom Bin Abd Malik who was appointed as Independent Non-Executive Director of the Company on 24<sup>th</sup> February 2022, is standing for re-election and being eligible, has offered himself for re-election.
- Ordinary Resolution 5 – Payment of Directors' fee and allowances to Non-Executive Directors  
In accordance with Section 230(1) of the Companies Act 2016 the fees of the Directors and any allowances payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the Annual General Meeting for the payment of Directors' fee and allowances payable to the Non-Executive Directors of the Company under Resolution 5.  
The estimated Directors' fees and allowances for the next financial year were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and allowances for the period from 1<sup>st</sup> July 2022 until the date of next Annual General Meeting of the Company to be held in the year 2023. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next Annual General Meeting for such shortfall.

#### B. Explanatory Note on Special Business

- Ordinary Resolution pursuant to the Authority to Allot and Issue Shares**  
The proposed Ordinary Resolution 7 if passed, will allow the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company in order to avoid any delay and costs involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.  
This mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment/acquisition(s) or such other purposes as the Directors consider would be in the interest of the Company.
- Ordinary Resolution pursuant to Proposed retention of Independent Director pursuant to Clause 112 of the Company's Constitution**  
The Nomination Committee has assessed the independency of the following Director, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-  
**Ordinary Resolution 8 : To retain Mr Tee Lay Peng as Independent Non-Executive Director**
  - He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, is able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board's deliberation. Further, he has exercised due care and diligence during his tenure as an Independent Director of the Company and has carried out his duties professionally and objectively in the best interest of the Company and shareholders. He has confirmed and declared that he is an Independent Non-Executive Director as defined in the Listing Requirements of Bursa Securities;
  - He does not have any conflict of interest with the Company and has not entered/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
  - He has thorough understandings of the businesses of the Group and could provide the Board valuable and insightful advice.

The Board recommends that Mr Tee Lay Peng be retained as Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.

#### C. Personal Data Privacy

By submitting as instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.