



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting of the Company will be conducted on fully virtual basis via online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn. Bhd. on Thursday, 23 June 2022 at 11.00 a.m. for the following purposes:-

### Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2021 and the Reports of the Directors and the Auditors thereon. Please refer to Explanatory Note A
2. To approve the payment of Directors' Fees of RM136,800.00 and benefits totalling RM450,000.00 for the period from 1 July 2022 until the conclusion of the Forty-First Annual General Meeting. **ORDINARY RESOLUTION 1**  
(Please refer to Explanatory Note B)
3. To re-elect Encik Khairilnuar Bin Abdul Rahman who retires as Director pursuant to Clause 106 of the Company's Constitution. **ORDINARY RESOLUTION 2**  
  
Mr Lim Chu Dick who also retires as Director pursuant to Clause 106 of the Company's Constitution has given notification not to seek re-election.
4. To re-appoint Baker Tilly Monteiro Heng PLT as Auditors and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 3**

### Special Business

5. To consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:-  
  
"THAT, subject always to the Companies Act 2016, the Constitution of the Company, and approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given for the Directors to exercise, pursuant to Sections 75 and 76 of the Companies Act 2016, the power to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company **AND THAT** such approval shall continue in force until the conclusion of the next Annual General Meeting of the Company."  
  
**ORDINARY RESOLUTION 4**  
(Please refer to Explanatory Note C)
6. To consider and, if thought fit, pass with or without modifications the following resolutions as Ordinary Resolutions:-  
  
"THAT Mr. Koay Say Loke Andrew who has served the Board for a cumulative term of more than nine years from 22 June 2010 be and is hereby retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting."  
  
**ORDINARY RESOLUTION 5**  
(Please refer to Explanatory Note D)  
  
"THAT Encik Khairilnuar Bin Abdul Rahman who has served the Board for a cumulative term of more than nine years from 18 August 2011 be and is hereby retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting."  
  
**ORDINARY RESOLUTION 6**  
(Please refer to Explanatory Note E)

## Notice Of Annual General Meeting (cont'd)

### Other business

7. To transact any other business of which due notice or requisition shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

#### **Kwong Yook Faan**

(MAICSA 7031263)

(SSM PC No. 202008000927)

Company Secretary

29 April 2022

### Notes:

A member shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at the Meeting. A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.

A member may appoint one (1) proxy or more proxies in relation to the Meeting and where a member appoints more than one (1) proxy as aforesaid, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.

If the member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

The form of proxy or instrument appointing a proxy duly completed and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Registered Office situated at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

For the purposes of determining whether a depositor shall be regarded as a member entitled to attend, speak and vote at this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue pursuant to Paragraph 7.16(2) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad a Record of Depositors as at 9 June 2022 and a depositor shall not be regarded as a member entitled to attend this Meeting and to speak and vote thereat unless his/her name appears in the said Record of Depositors.

Details and instructions in addition to the above on participation at the Meeting are set out in the Administrative Guide.

### Explanatory Notes :

A This item of the Agenda is meant for discussion only and is not to be put as a motion for voting as the provision of Section 340(1)(a) of the Companies Act 2016 does not require approval of the shareholders for the Audited Financial Statements.

B Ordinary Resolution 1 – Directors' Fees and benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Directors' Fees of RM136,800.00 and benefits totalling RM450,000.00 to the Directors from 1 July 2022 until the conclusion of the Forty-First Annual General Meeting are arrived at basing on that approved by the shareholders at the Thirty-Ninth Annual General Meeting.

## Notice Of Annual General Meeting *(cont'd)*

### C Ordinary Resolution 4 – Resolution pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 4 proposed under item 5 of the agenda is a renewal of the general mandate given to the Directors of the Company by the shareholders at the Thirty-Ninth Annual General Meeting to allot shares. As at the date of this Notice, no new shares in the Company were allotted pursuant to the said general mandate which will lapse at the conclusion of the forthcoming Fortieth Annual General Meeting.

The said proposed Ordinary Resolution 4, if passed, will give the Directors of the Company, from the date of the above General Meeting, power to allot shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This approval will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

The purpose of seeking the said general mandate is to dispense with the need from the date of this Annual General Meeting to the next Annual General Meeting to seek shareholders' approval for allotment of shares as working capital and/or otherwise as and when such need arises. Such general mandate, if given, will save the Company from any delay and cost in convening further general meetings for such purpose.

### D Ordinary Resolution 5 – Retention of Independent Director

Mr. Koay Say Loke Andrew who was appointed as Director of the Company on 22 June 2010 has served as Independent Director for more than nine years.

The Board of Directors has accepted the recommendation by the Nomination Committee of the Company that in view of Mr. Koay Say Loke Andrew's performance as an Independent Director being satisfactory over the years basing on its annual evaluation, Mr. Koay Say Loke Andrew be retained with the following justifications as an Independent Director of the Company:-

1. Mr. Koay Say Loke Andrew displayed independent views without undue influence from others;
2. He possessed confidence and took firm stance in his expression of views on matters dealt with;
3. He is in possession of knowledge with independent views as a professional; and
4. He is the sole Member of the Board who is a lawyer and Accountant.

The proposed Resolution 5 is to seek shareholders' approval and, if passed, will enable Mr. Koay Say Loke Andrew to be retained as an Independent Director of the Company pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.

### E Ordinary Resolution 6 – Retention of Independent Director

Encik Khairilnuar Bin Abdul Rahman who was appointed as a Director on 18 August 2011 has served the Company for more than nine years was recommended by the Nomination Committee and accepted by the Board of Directors for his retention as an Independent Director with the following justifications:-

1. Encik Khairilnuar Bin Abdul Rahman discharged his duties conscientiously as an Independent Director;
2. He is free from undue influence in expression of his views; and
3. He has wide experience in serving as an Independent Director with independent views.

The proposed Resolution 6 is to seek shareholders' approval and, if passed, will enable Encik Khairilnuar Bin Abdul Rahman to be retained as an Independent Director of the Company pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.