

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting (“44th AGM”) of the Company will be conducted entirely via Remote Participation and Voting (“RPV”) from the Broadcast Venue at Tricor Business Centre, Gemilang Room, Unit 29-02, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“Broadcast Venue”) held on Thursday, 7 December 2023 at 10.30 a.m. to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and the Auditors thereon.

(Please refer to Explanatory Note 1)
2. To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, have offered themselves for re-election.
a. Pn Hj Felina binti Tan Sri Datuk (Dr.) Hj Mustapha Kamal
b. Mr Yeong Weng Cheong

(Please refer to Explanatory Note 2)
RESOLUTION 1
RESOLUTION 2
3. To re-elect the following Directors who are retiring pursuant to Clause 97 of the Constitution of the Company and being eligible, have offered themselves for re-election.
a. Pn Latifah binti Abdul Latiff
b. En Lukman Sheriff bin Alias

(Please refer to Explanatory Note 2)
RESOLUTION 3
RESOLUTION 4
4. To approve the payment of Director’s fee of Pn Hj Juliana Heather binti Ismail amounting to RM7,000 per month for the period from 1 June 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 5
5. To approve the payment of Director’s fee of Dato’ Tan Choon Hwa @ Esther Tan Choon Hwa amounting to RM8,500 per month for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 6
6. To approve the payment of Director’s fee of Mr Yeong Weng Cheong amounting to RM7,000 per month for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 7
7. To approve the payment of Director’s fee of Pn Latifah binti Abdul Latiff amounting to RM7,000 per month for the period from 15 December 2022 to 31 May 2023 and thereafter RM8,000 per month for the period from 1 June 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 8
8. To approve the payment of Director’s fee of En Lukman Sheriff bin Alias amounting to RM7,000 per month for the period from 1 July 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 9
9. To approve the payment of Directors’ benefits up to RM250,000 for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

(Please refer to Explanatory Note 3)
RESOLUTION 10
10. To re-appoint BDO PLT, the retiring auditors for the financial year ending 30 June 2024 and to authorise the Board of Directors to fix the remuneration of auditors.

(Please refer to Explanatory Note 4)
RESOLUTION 11

SPECIAL BUSINESS

To consider if thought fit, with or without any modification(s), to pass the following resolutions:

SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016

11. “THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 (“the Act”), read together with Clause 57(1) of the Constitution of the Company.
- SPECIAL RESOLUTION**
(Please refer to Explanatory Note 5)

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 12 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.”

ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

12. “THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby empowered to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).
- RESOLUTION 12**
(Please refer to Explanatory Note 6)

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;

b. the expiration of the period within which the next Annual General Meeting is required to be held after the approval was given; or

c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

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

By Order of the Board

TAN BEE HWEE
(SSM PC No.: 202008001497) (MAICSA 7021024)
Company Secretary

31 October 2023

NOTES:

1. IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which require the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders, proxy(ies) and corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 44th AGM of the Company using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its TIH Online website at <https://tiah.online>.

Please refer to the Procedures for registration/RPV in the Administrative Guide for the 44th AGM in order to participate remotely via RPV.

2. For the purpose of determining a member who shall be entitled to attend and vote at the 44th AGM, the Company shall be requesting the Record of Depositors as at 30 November 2023. Only a depositor whose name appears on the Record of Depositors as at 30 November 2023 shall be entitled to participate in this AGM via RPV.

3. A member entitled to participate in this AGM via RPV is entitled to appoint not more than two proxies to participate instead. A proxy may but need not be a member of the Company and a proxy appointed to participate in this AGM via RPV shall have the same rights as the member to speak at a meeting.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy but not more than two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

5. 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.

6. Where a member or the authorised nominee or an exempt authorised nominee appoints two or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

7. The instrument appointing a proxy shall be in writing under the hand of the appointor or attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.

8. If the appointor is a corporation, this form must be executed under its common seal or under the hand of its attorney duly authorised and accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Proxy Form.

9. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be deposited at the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, not less than forty-eight (48) hours before the time appointed for holding the 44th AGM, i.e. by **10.30 a.m. on Tuesday, 5 December 2023** or adjourned 44th AGM at which the person named in the appointment proposes to vote:

- i. **In Hard Copy Form**
In the case of an appointment made in hard copy form, the instrument appointing a proxy 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 Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

ii. **By Tricor Online System (TIH Online)**
In the case of an appointment made via email mean, the proxy form can be electronically submitted to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd via TIH Online (applicable to individual shareholders only). The website to access TIH Online is <https://tiah.online> (Kindly refer to the Administrative Guide for the 44th AGM).

10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 44th AGM i.e. by **10.30 a.m. on Tuesday, 5 December 2023** or adjourned 44th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

12. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 44th AGM, i.e. by 10.30 a.m. on **Tuesday, 5 December 2023**. The certificate of appointment should be executed in the following manner:
(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
(a) at least two (2) authorised officers, of whom one shall be a director; or
(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

13. It is important that you read the Administrative Guide for the conduct of the 44th AGM.

Explanatory Notes on Ordinary Business / Special Business:

1. Explanatory Note 1

To receive the Audited Financial Statements for the financial year ended 30 June 2023

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Explanatory Note 2

Re-election of Directors

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors who are standing for re-election as per Agenda items 2 and 3 are set out in the Board of Director’s profile of the Annual Report 2023. Based on the recommendation of Nomination and Remuneration Committee, the Board supports the re-election of Pn Hj Felina binti Tan Sri Datuk (Dr.) Hj Mustapha Kamal, Mr Yeong Weng Cheong, Pn Latifah binti Abdul Latiff and En Lukman Sheriff bin Alias as Directors of the Company based on the following justifications:

- **RESOLUTION 1**

To re-elect Pn Hj Felina binti Tan Sri Datuk (Dr.) Hj Mustapha Kamal who is retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered himself for re-election.

Pn Hj Felina binti Tan Sri Datuk (Dr.) Hj Mustapha Kamal has extensive experience in operational matters of the Group. She heads the Board of Directors and is primarily responsible for the proper management and functioning of the Board. She has ensured that the Board plays a full and constructive role in setting Company’s strategies and that the decisions made by the Board are in the best interests of the Company and adequately reflect the consensus of the Board.

- **RESOLUTION 2**

To re-elect Mr Yeong Weng Cheong who is retiring pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered himself for re-election.

Mr Yeong Weng Cheong has vast experience in the construction industry and gained much relevant hands on and practical experience in property development over the years. He is able to provide the Board with a diverse set of expertise and perspective.

- **RESOLUTION 3**

To re-elect Pn Latifah binti Abdul Latiff who is retiring pursuant to Clause 97 of the Constitution of the Company and being eligible, has offered himself for re-election.

Pn Latifah binti Abdul Latiff has vast professional experience in financial and banking sectors. Her experience in risk management will add value to the Board competency, efficiency and effectiveness in deliberating and providing guidance on the risk issues escalated to the Board.

- **RESOLUTION 4**

To re-elect En Lukman Sheriff bin Alias who is retiring pursuant to Clause 97 of the Constitution of the Company and being eligible, has offered himself for re-election.

En Lukman Sheriff bin Alias has vast experience in legal field which will enhance the Board’s diverse set of experience, expertise, and independent judgement.

Pn Hj Felina binti Tan Sri Datuk (Dr.) Hj Mustapha Kamal, Mr Yeong Weng Cheong, Pn Latifah binti Abdul Latiff and En Lukman Sheriff bin Alias (“collectively, Retiring Directors”) do not have any interest, position or relationship might have with any parties which could influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and all of them act in the best interest of the Company as a whole.

The Board through Nomination and Remuneration Committee (“NRC”) has conducted a separate assessment which includes the following and has satisfied with the contribution and performance of the Retiring Directors:

- a) Contribution and performance of each individual Director;

b) Independence of the Independent Non-Executive Director, where relevant;

c) Fit and proper assessment

The Board agreed with the NRC’s recommendation that the Directors who retire in accordance with Clauses 93 and 97 respectively, of the Company’s Constitution are eligible to stand for re-election. The Retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board meeting. Details of the assessment are disclosed in the Corporate Governance Overview Statement and the Nomination and Remuneration Committee Report.

3. Explanatory Note 3

Directors’ Fees and Benefits

Section 230(1) of the Companies Act 2016 provides, amongst others, that “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. In this respect, the Board recommended the following to the shareholders for approval at the 44th AGM:

- RESOLUTION 5**

To approve the payment of Director’s fee of Pn Hj Juliana Heather binti Ismail amounting to RM7,000 per month for the period from 1 June 2023 until the next Annual General Meeting of the Company to be held in 2024.

- RESOLUTION 6**

To approve the payment of Director’s fee of Dato’ Tan Choon Hwa @ Esther Tan Choon Hwa amounting to RM8,500 per month for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

- RESOLUTION 7**

To approve the payment of Director’s fee of Mr Yeong Weng Cheong amounting to RM7,000 per month for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

- RESOLUTION 8**

To approve the payment of Director’s fee of Pn Latifah binti Abdul Latiff amounting to RM7,000 per month for the period from 15 December 2022 to 31 May 2023 and thereafter RM8,000 per month for the period from 1 June 2023 until the next Annual General Meeting of the Company to be held in 2024.

- RESOLUTION 9**

To approve the payment of Director’s fee of En Lukman Sheriff bin Alias amounting to RM7,000 per month for the period from 1 July 2023 until the next Annual General Meeting of the Company to be held in 2024.

- RESOLUTION 10**

To approve the payment of Directors’ benefits of RM250,000 for the period from 8 December 2023 until the next Annual General Meeting of the Company to be held in 2024.

Directors’ Fees

The NRC has reviewed the Directors’ fees and recommended the following Directors’ fees to the Board for consideration. The Board agreed with the NRC’s recommendation that the Directors’ fees provided are still competitive and at par with prevalent market rate.

The proposed Ordinary Resolutions 5 to 10, if passed, will give authority to the Company to pay the Directors’ fees for a period from the abovementioned dates until the next AGM of the Company to be held in 2024, as and when their services are rendered. The quantum of the Directors’ fees remains unchanged as compared with the year 2022/2023.

Directors’ Benefits

The Directors’ benefits comprise allowances and other emoluments payable to the Independent Non-Executive Directors (“INED”) and Non-INED (collectively referred to as “Non-Executive Directors”) of the Board and Board Committees. The current Directors’ benefits are as set out below:

Description	Amount
Meeting allowance for Board and Board Committees for each Non-Executive Directors	RM2,000/per meeting

In determining the estimated total amount of benefits for the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of INEDs and Non-INED involved in these meetings. The estimated amount of RM250,000 for the period from 8 December 2023 until the next AGM of the Company to be held in 2024 (“Relevant Period”) is computer based on the estimated number of Audit and Risk Management Committee Meetings, Board Meetings and Nomination and Remuneration Committee Meetings scheduled to be held during the Relevant Period.

Payment of the Non-Executive Directors’ benefits will be made by the Company as and when incurred after the passing of the proposed Ordinary Resolution 10 by the shareholders at the 44th AGM.

The Board is of the view that it is just and equitable to pay the Directors’ benefits as and when incurred, particularly after the Non-Executive Directors have discharged their duties, responsibilities and rendered their services to the Company throughout the Relevant Period.

The proposed Ordinary Resolution 10, if passed, will give authority to the Company to pay the Directors’ benefits of up to RM250,000 for a period from 8 December 2023 until the next AGM of the Company to be held in 2024.

4. Explanatory Note 4

Re-appointment of External Auditor

The Board has through the Audit and Risk Management Committee (“ARMC”), considered the re-appointment of BDO PLT as Auditors of the Company. The factors considered by the ARMC in making the recommendation to the Board to table their re-appointment at the 44th AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report for the financial year ended 30 June 2023.

- RESOLUTION 11**

To re-appoint BDO PLT, the retiring auditors for the financial year ending 30 June 2024 and to authorise the Board of Directors to fix the remuneration of auditors.

5. Explanatory Note 5

Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016

The proposed Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders under Section 85 of the Companies Act 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

6. Explanatory Note 6

Authority to issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 12 is proposed to seek for a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”). Subject to passing the Special Resolution on the waiver of pre-emptive rights under Section 85 of the Act, the proposed Ordinary Resolution 12, if passed, will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares in the Company up to 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The authority will continue to be in force until the conclusion of the next AGM of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by the Company at a general meeting.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate to the Directors for issuance of shares pursuant to the Act, obtained at the 43rd AGM held on 8 December 2022 and which will lapse at the conclusion of the 44th AGM. Hence, no proceeds were raised from the previous general mandate.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited for further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.