

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth ("14th") Annual General Meeting of the Company will be held at the Auditorium of Signature International Berhad at Lot No. 24, Jalan Teknologi, Taman Sains Selangor 1, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 3 December 2020 at 10.00 a.m. for the following purposes:-

AGENDA**AS ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon.
Please refer to the Explanatory Notes to the Agenda
Ordinary Resolution 1
- To approve the payment of Directors' fees up to an aggregate amount of RM310,000 for the period from 3 December 2020 until the next Annual General Meeting of the Company.
Ordinary Resolution 2
- To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company:-
(a) Dato' Chooi Yoey Sun
(b) Mr Yap Khong
Ordinary Resolution 3
- To re-elect Mr Gu, Jincheng who is retiring pursuant to Clause 103 of the Constitution of the Company.
Ordinary Resolution 4
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the 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 Ordinary Resolutions:-

- Proposed continuation in office of Mr Yap Khong as Senior Independent Non-Executive Director**
Ordinary Resolution 6

"THAT approval be and is hereby given to Mr Yap Khong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years to continue to act as a Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

- Proposed continuation in office of Mr Wong Maw Chuan as Independent Non-Executive Director**
Ordinary Resolution 7

"THAT approval be and is hereby given to Mr Wong Maw Chuan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

- Proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
Ordinary Resolution 8

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act") and subject to the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**
Ordinary Resolution 9

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (the "Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.5 of Part A of the Circular to Shareholders dated 28 October 2020, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company."

THAT the authority conferred by such mandate shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New Shareholders' Mandate."

- Proposed Renewal of Shareholders' Mandate for Share Buy-Back**
Ordinary Resolution 10

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised 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 interest of the Company ("Share Buy-Back Mandate") provided that:

- the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of the issued shares of the Company as at the point of purchases(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines."

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

Notes:

- For the purposes of determining who shall be entitled to attend this General Meeting, the Company shall be requesting the Record of Depositors as at 25 November 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said 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 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
To be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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.
 - By electronic means via Tricor System, TIH Online
The proxy form can be lodged electronically via TIH Online website at <https://tjih.online> (applicable to individual members only). Please refer to the Administrative Guide for further information on electronic submission.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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 notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Tuesday, 1 December 2020 at 10.00 a.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 14th Annual General Meeting will be put to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA**(a) Item 1 of the Agenda - To receive the Audited Financial Statements**

This item is meant for discussion only. The provision of Section 340(1)(a) of the Companies Act 2016 does not require an approval from the shareholders for the Audited Financial Statements. As such, this Agenda item will not be put forward for voting.

(b) Ordinary Resolution 1 - Payment of Directors' fees

The payment of the Directors fees of RM310,000 will only be made if the proposed Ordinary Resolution 1 has been passed at the 14th Annual General Meeting ("AGM") of the Company. The Directors' fees payable to Directors are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until the next AGM of the Company. In the event the proposed amount is insufficient due to enlarged board size, approval will be sought at the next AGM for the shortfall.

(c) Ordinary Resolutions 2 to 4 - Re-election of Directors

Dato' Chooi Yoey Sun, Mr Yap Khong and Mr Gu, Jincheng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 14th AGM.

The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

(d) Ordinary Resolution 5 - Re-appointment of Auditors

The Board has through the Audit and Risk Management Committee, considered the re-appointment of Crowe Malaysia PLT as the Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table their re-appointment at the 14th AGM are disclosed in the Corporate Governance Report 2020.

(e) Ordinary Resolutions 6 and 7 - Proposed continuation in office of Mr Yap Khong and Mr Wong Maw Chuan as Independent Directors

The Board of Directors, through the Nomination Committee, had conducted annual performance evaluation and assessment on Mr Yap Khong and Mr Wong Maw Chuan who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years and had recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- They had fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. They possess strong self-esteem and confidence to stand up for an independent point of view. With "independent in mind", they would be able to bring the element of objectivity, independent judgement and balance to the Board;
- They are knowledgeable and have applied their vast experience and exercised due care during their tenure as Independent Non-Executive Directors of the Company. They have carried out their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the best interest of the Company, shareholders and stakeholders;
- They have been with the Company long and therefore understand the Company's business operations which enable them to participate actively and contribute during Board and Board Committee meetings; and
- They exhibited high commitment and devoted sufficient time and efforts to attend all the meetings for informed and balanced decision making. They are unafraid to explicit disagreement on matters and able to express unbiased view without any influence.

(f) Ordinary Resolution 8 - Proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed resolution, if passed, will empower the Directors to allot up to a maximum of 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company ("20% General Mandate"). The 20% General Mandate may be utilised by the Company to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated. The Company had, at the last AGM held on 2 December 2019, obtained the mandate from the shareholders to allot up to a maximum of 10% of the total number of issued shares of the Company. The Board, having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders. This 20% General Mandate, if passed, will provide flexibility to the Company to issue new securities for the purpose of funding the working capital or strategic development of the Group without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

As at the date of this Notice, the Company had issued 22,418,785 ordinary shares at the subscription price of RM0.3792 per share via private placement pursuant to the mandate obtained from shareholders on 2 December 2019. A total of RM8,501,203 were raised from the private placement, mainly for business expansion and working capital purposes.

(g) Ordinary Resolution 9 - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in Part A of the Company's Circular to Shareholders dated 28 October 2020, which is circulated together with the Company's 2020 Annual Report.

(h) Ordinary Resolution 10 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Further details relating to this proposed resolution are set out in Part B of the Company's Statement to Shareholders dated 28 October 2020, which is circulated together with the Company's 2020 Annual Report.