

Notice of the Eleventh Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Sabah Hotel, Amadeus III, Level 2, KM1, Jalan Utara, P.O. Box 275, 90703 Sandakan, Sabah on Friday, 28 August 2015 at 10.30 a.m. to transact the following businesses:

AGENDA

Ordinary Resolution No.

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2015 together with the Directors' and Auditors' Reports therein.
2. To approve the payment of Directors' fee. 1
3. To re-elect the following Directors retiring in accordance with Company's Articles of Association:
 - a. Mr. Chong Khing Chung (Article 93) 2
 - b. Mr. Akinori Hotani (Article 93) 3
4. To appoint Auditors and to authorise the Directors to fix their remuneration. 4
5. As Special Business to consider and if thought fit, to pass the following resolution, with or without modifications:

ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES

"THAT subject always to the approvals of the relevant governmental and / or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 10% of the issued share capital of the Company for the time being." 5

ORDINARY RESOLUTION - RE-APPOINTMENT OF DATO' SRI DR. MD KAMAL BIN BILAL AS INDEPENDENT DIRECTOR

"THAT Dato' Sri Dr. Md Kamal Bin Bilal who has served the Board as the Independent Director of the Company for a cumulative term of more than nine years be and is hereby re-appointed as the Independent Director of the Company." 6

ORDINARY RESOLUTION - RE-APPOINTMENT OF MR. CHONG KHING CHUNG AS INDEPENDENT DIRECTOR

"THAT Mr. Chong Khing Chung who has served the Board as the Independent Director of the Company for a cumulative term of more than nine years be and is hereby re-appointed as the Independent Director of the Company." 7

6. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

CHONG TZU KHEN
KANG SHEW MENG
SEOW FEI SAN
Secretaries

Petaling Jaya
31 July 2015

Notes:-

- (a) Only members whose names appear on the Record of Depositors as at 24 August 2015 shall be entitled to attend, speak and vote at the Annual General Meeting.
- (b) A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or at the hand of an officer or attorney duly authorised.
- (c) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (d) 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 known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account its holds.
- (e) The instrument of proxy shall be deposited at the Company's Share Registrar's Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting.

Explanatory Note on Special Business

ORDINARY RESOLUTION 5

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and / or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new share in the Company was issued pursuant to the authority granted to the Directors at the Tenth Annual General Meeting held on 27 August 2014 and the said authority will lapse at the conclusion of the Eleventh Annual General Meeting.

The authority 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 project(s), working capital and/or acquisitions.

ORDINARY RESOLUTION 6 & 7

The Board of Directors has via the Nominating Committee conducted an annual performance evaluation and assessment of Dato' Sri Dr. Md Kamal Bin Bilal and Mr. Chong Khing Chung who have served as Independent Directors of the Company for a cumulative term of more than nine years and recommend them to continue to act as Independent Directors of the Company based on the following justifications:

They have fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements and thus they would be able to bring an element of objectivity to the Board;

- They have vast experience in diverse range of business matters and therefore would be able to provide constructive opinion, independent judgment and to act in the best interest of the Company and shareholders;
- They have continued to exercise their independence and due care during their tenure of service; and
- They have shown great integrity and independence, and had not entered into any related party transactions with the Group.