



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of the Company will be held at Bukit Kiara Equestrian & Country Resort, Dewan Perdana, Jalan Bukit Kiara, off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 23 December 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

### AGENDA

1. To lay before the meeting the Audited Financial Statements of the Group and the Company for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note A**
2. To approve the payment of Directors' fees in respect of the financial year ended 30 June 2015. **Ordinary Resolution 1**
3. To re-elect Encik Basharuiddin bin Saad, the Director retiring in accordance with Article 92 of the Company's Articles of Association: **Ordinary Resolution 2**
4. To re-elect Encik Aminuddin Yusof Lana, the Managing Director retiring in accordance with Article 125 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-appoint Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
6. Authority to Allot Shares pursuant to Section 132D of the Act, "That pursuant to Section 132D of the Act and subject to the approval of all relevant regulatory authorities, the Directors be and are hereby authorized to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company for the time being and that the Directors be and are hereby further authorized to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad." **Ordinary Resolution 5  
Please refer to Explanatory Note B**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

DATO' MUHAMMAD HAFIDZ BIN NURUDDIN (MAICSA: 7005820)

ALWIZAH AL-YAFII BINTI AHMAD KAMAL (MAICSA: 7033148)

Secretaries

Kuala Lumpur

Date: 2 December 2015

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to 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 said securities account.
3. 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.
4. When an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint proxies to attend, speak and vote on their behalf.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited with the Company's Share Registrars, Tricor Investor 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

**Explanatory Note A**

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

**Explanatory Note B**

Section 132D of the Companies Act, 1965

The Ordinary Resolution 6 is proposed to obtain a general authority pursuant to Section 132D of the Companies Act, 1965 ("the Act"), which if passed, will give the Directors of the Company from the date of the meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting ("AGM") of the Company.

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.