



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Fifth Annual General Meeting (“25th AGM”) of the Company will be held at Maple Junior Ball, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Selangor on Tuesday, 10 May 2016 at 10.30 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. **[Please refer to Note 1]**
- To approve the payment of Directors’ fees for the financial year ended 31 December 2015. **RESOLUTION 1**
- To approve the maximum aggregate amount payable by way of Directors’ fee up to RM1,500,000 per annum, such sum to be divided amongst the Directors in such a manner as they deemed fit. **RESOLUTION 2 [Please refer to Note 2]**
- To re-elect the following Directors who are retiring pursuant to Article 80 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:
 - Mr Soong Chee Keong **RESOLUTION 3**
 - Mr Lim Chin Sean **RESOLUTION 4**
- To re-elect the following Directors who are retiring pursuant to Article 85 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:
 - En Ahmad Jauhari Bin Yahya **RESOLUTION 5**
 - Raja Datuk Zaharaton Binti Raja Dato’ Zainal Abidin **RESOLUTION 6**
- To re-appoint Messrs. Deloitte as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **RESOLUTION 7**
As Special Business

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

7. ORDINARY RESOLUTION 1 AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.” **RESOLUTION 8**

8. ORDINARY RESOLUTION 2 PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT subject to Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“the Group”) to enter into recurrent related party transactions of a revenue or trading nature (“RRPT”) with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 18 April 2016 (“the Circular”) provided that such transactions are:

- Necessary for the day-to-day operations;
 - The transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
 - Not prejudicial to the minority shareholders of the Company.
- (“Shareholders’ Mandate”)

THAT such approval shall continue to be in force and effect until:

- the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders’ Mandate, with full power to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities.” **RESOLUTION 9**

9. SPECIAL RESOLUTION PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“THAT the following proposed amendments to the Articles of Association of the Company be approved and adopted:

Amended Article No. 118

Presentation of Accounts. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors’ and auditors’ reports in printed form or in CD-ROM form or in such other form of electronic media, shall not exceed four (4) months. A copy of the annual report (including every document required by law to be annexed thereto) in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one (21) days before the date of the meeting, provided always that it shall not exceed ~~(6) four (4) months~~ from the close of a financial year of the Company be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange or other stock exchange, if any, upon which the Company’s shares may be listed, shall at the same time be likewise sent to the Exchange and other stock exchange, if any, provided that these Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Company’s Office. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member’s request. **RESOLUTION 10**

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

TAN BEE HWEE (MAICSA 7021024)
QUECK WAI FONG (MAICSA 7023051)
Company Secretaries

Kuala Lumpur
Dated this 18th day of April, 2016

Explanatory Notes on Ordinary Business / Special Business:-

- Item 1 of the Agenda**
To receive the Audited Financial Statements for the Financial Year Ended 31 December 2015
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 3 of the Agenda**
To approve the Directors’ fee pool up to RM1,500,000
The proposed Ordinary Resolution 2 is to seek shareholders’ approval to approve the maximum aggregate amount available for payment by way of Directors’ fee up to RM1,500,000 per annum.
The Board considers that it is appropriate to seek approval for the fee cap in order to maintain an appropriate fee buffer in advance of specific needs arising. In particular, the fee cap will provide the Board with flexibility to make additional appointments to the Board should this be appropriate. While the Board is not currently proposing to increase its size, a circumstance may arise where the Board may wish to appoint non-executive Directors, for example to take advantage of an opportunity to appoint a candidate with particular skills or expertise that complements those currently represented on the Board.
In addition, the fee cap will provide scope to attract and retain high-calibre Board members and to provide effective transition arrangements. To facilitate orderly succession planning, new Directors may be appointed prior to the retirement of existing Directors, resulting in a short-term increase in the size of the Board and the total fees payable to the Directors. The proposed fee cap would enable the Company to facilitate such future changes in its membership and composition.
- Item 7 of the Agenda**
Authority to Issue Shares
The Ordinary Resolution 8 is intended to renew the authority granted to the Directors of the Company at the Twenty Fourth Annual General Meeting of the Company held on 30 April 2015 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the “General Mandate”).
The new General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of new shares.
As at the date of this Notice, 43,980,000 new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twenty Fourth Annual General Meeting held on 30 April 2015 and which will lapse at the conclusion of the Twenty Fifth Annual General Meeting. The gross proceeds of RM140,736,000 raised from the issuance of 43,980,000 new shares via the Private Placement are to be utilised mainly for future investments and/or working capital of the Company and its subsidiaries.
- Item 8 of the Agenda**
Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)
The proposed adoption of the Ordinary Resolution 9 is to renew the shareholders’ mandate granted by the shareholders of the Company at the Twenty Fourth Annual General Meeting held on 30 April 2015. The proposed renewal of the shareholders’ mandate will enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
The Proposed Shareholders’ Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders’ approvals and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without comprising the corporate objectives and adversely affecting the business opportunities available to the Company and its subsidiaries.
Further information on the proposed Ordinary Resolution 9 is set out in the Circular to Shareholders dated 18 April 2016.
- Item 9 of the Agenda**
Proposed Amendments
The Proposed Amendments are to streamline the Company’s Articles of Association of the Company to be aligned with the amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Notes:

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 3 May 2016 shall be eligible to attend the Meeting.
- A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation and the provisions of Sections 149 (1)(a) and (b) of the Companies Act 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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. Where a member is an authorised nominee as defined under SICDA, it may appoint at least 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Share Registrar Office of the Company at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.