

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twelfth (12<sup>th</sup>) Annual General Meeting of the Company will be held at Crown 1, Level 1, Crystal Crown Hotel Kuala Lumpur, No. 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Tuesday, 24 May 2016 at 10.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS**

1. 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. (refer to Note A)
2. To approve the payment of additional directors' fees of RM36,548.39 for the financial year ended 31 December 2015. (Resolution 1)
3. To approve the payment of directors' fees of RM200,000.00 for the financial year ending 31 December 2016. (Resolution 2)
4. To re-elect Mr. Mak Siew Wei who retires pursuant to Article 83 of the Company's Articles of Association and being eligible, has offered himself for re-election. (Resolution 3)
5. To re-elect the following Directors who retire pursuant to Article 89 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - a) Mr. Ang Huat Keat (Resolution 4)
  - b) En. Azizullaili Bin Haji Jalaluddin (Resolution 5)
  - c) Mr. Lee Kean Teong (Resolution 6)
6. To re-appoint Messrs Folks DFK & Co 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, to pass the following resolutions as Ordinary Resolutions:-

7. **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 8)

"**THAT**, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
8. **Proposed Renewal of Share Buy-Back Authority** (Resolution 9)

"**THAT**, subject to the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the ACE Market Listing Requirements ("ACE LR") of Bursa Securities, approval be and is hereby given to the Company to allocate funds not exceeding, at the time of purchase(s), the total retained earnings and share premium reserves of the Company to purchase up to ten percent (10%) of the issued and paid-up ordinary shares capital of the Company ("Proposed Share Buy-Back") 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.

**AND THAT** authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares of RM0.10 each in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares and/or to distribute them as share dividends;

**AND THAT** the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Share Buy-Back with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities and/or do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company;

**AND THAT** such authority shall commence immediately upon passing of this resolution until:-

  - a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - b) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - c) revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first."
  9. To transact any other business for which due notice shall have been given pursuant to the Companies Act, 1965

BY ORDER OF THE BOARD

**Tan Tong Lang (MAICSA 7045482)**  
**Thien Lee Mee (f) (LS0009760)**  
Company Secretaries

Kuala Lumpur  
28 April 2016

Notes:-

- A. This Agenda item is meant for discussion only as Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
- (i) A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, vote and speak 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.
- (ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may 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.
- (iii) 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.
- (iv) Where a member or authorised nominee or an exempt authorised nominee 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.
- (v) 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.
- (vi) The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notarially certified copy of that power or authority shall be deposited at the office of 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 its 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 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (vii) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 18 May 2016. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.

**Explanatory Notes to Ordinary Resolution of the Special Business:-**

**Ordinary Resolution 8**

**Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution 8, if passed, will renew the authority to empower the Director of the Company to issue and allot shares of the Company up to and not exceeding in total 10% of the issued share capital of the Company from time to time and for such purposes as they consider would be in the best interest of the Company ("Renewed Mandate"). The Renewed Mandate will unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 21 May 2015 and such general mandate will lapse at the conclusion of the Twelfth Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions.

**Ordinary Resolution 9**

**Proposed Renewal of Share Buy-Back Authority**

This proposed resolution, if passed, will give the Directors of the Company authority to purchase its own shares up to ten percent (10%) of its issued and paid-up share capital. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.