

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting of the Company will be held at The Royal 2, Level 2, The Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 May 2016 at 10.00 a.m. for the purpose of considering the following business:-

AGENDA**AS ORDINARY BUSINESS****ORDINARY RESOLUTIONS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 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 of RM146,000.00 for the financial year ended 31 December 2015. **Resolution 1**
3. To approve the increase and payment of Directors' fees from RM146,000.00 to RM240,000.00 for the financial year ending 31 December 2016. **Resolution 2**
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-
 - Ng Seng Bee (Article 84) **Resolution 3**
 - Phang Kwai Sang (Article 84) **Resolution 4**
 - Dato' Tan Yee Boon (Article 84) **Resolution 5**
 - Wong Yuk Thin (Article 90) **Resolution 6**
5. To re-appoint the following Directors who have attained the age of seventy (70) years, as Directors of the Company to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965:-
 - Dato' Wira Zainuddin Bin Mahmud **Resolution 7**
 - Koay Then Hin **Resolution 8**
 - Dr. Uzir Bin Abdul Malik **Resolution 9**
6. To re-appoint Messrs. KPMG as Auditors of the Company and authorize the Directors to fix their remuneration. **Resolution 10**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions:-

7. RETENTION OF INDEPENDENT DIRECTORS

- i) "THAT subject to the passing of Ordinary Resolution 7, Dato' Wira Zainuddin Bin Mahmud be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012." **Resolution 11**
- ii) "THAT subject to the passing of Ordinary Resolution 8, Koay Then Hin be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012." **Resolution 12**
8. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
 "THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in 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 does not exceed 10% of the issued capital of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so issued." **Resolution 13**
9. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)

KONG MEI KEE (MAICSA 7039391)

Company Secretaries

Kuala Lumpur

Dated this 29th day of April 2016

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 20 May 2016 shall be entitled to attend the Forty-Third Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
2. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its Common Seal or the hand of its attorney.
5. All forms of proxy must be deposited at the Office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes

- A. The Audited Financial Statements is meant for discussion only as the provision in the Company's Articles of Association does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- B. Resolution No. 7 to 9 required to be passed by a majority of not less than three-fourths of the members present at the meeting.
- C. Resolution No. 11 and 12

Proposed Continuation in Office as Independent Non-Executive Directors

The Nomination Committee has assessed the independence of Dato' Wira Zainuddin Bin Mahmud and Koay Then Hin, who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years. Upon recommendation of the Committee, the Board assessed and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- a) They understand fully of the Company's objectives and strategies and will be able to provide an element of objectivity, independent judgment and balance to the Board;
- b) They have devoted sufficient time and commitment to their role and responsibilities as an Independent Director, exercised due care and discharged their duties with reasonable skill and competence during their tenure as Independent Directors of the Company;
- c) They actively participated in the board discussion and provided independent view and judgment to the decision making of the Board in the interest of the Company and the shareholders.

D. Resolution No. 13**Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution 13 is primarily give flexibility to the Board of Directors to allot and issue shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital of the Company. The Directors do not have any immediate plan for the additional issuance of shares for the time being.

However, in order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company at the time of submission to the authority, for such purposes. The authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

The Company did not put forward to obtain its shareholders' approval for the said authority in the last Annual General Meeting held on 16 June 2015.