

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Seventh Annual General Meeting of the Company will be held at The Melia Hotel Kuala Lumpur, Alhambra Ballroom, Level M1, No. 16, Jalan Imbi, 55100 Kuala Lumpur on Friday, 26 August, 2016 at 10.00 a.m. for the following businesses:

**Agenda**

1. To lay the Statutory Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors. **Refer to Explanatory Note 1**

**Ordinary Business**

2. To sanction the declaration of a final single-tier dividend of 3.50 sen per share of RM1.00 each for the financial year ended 31 March 2016. **Resolution 1**
3. To approve the payment of Directors' fees of RM355,000 for the financial year ended 31 March 2016. **Resolution 2**
4. To re-elect the following Directors retiring pursuant to Article 112 of the Company's Articles of Association:
- (i) Mr. Teoh Seng Hui **Resolution 3**  
(ii) Mr. Yee Kin Lan **Resolution 4**  
(iii) Ms. Toh Jyh Wei **Resolution 5**
5. To re-elect Mr. Teoh Seng Hee who is retiring pursuant to Article 116 of the Company's Articles of Association: **Resolution 6**
6. To re-appoint the following Directors to hold office until the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965:
- (i) Mr. Teoh Hock Chai @ Tew Hock Chai **Resolution 7**  
(ii) Mr. Lim Keng Chin **Resolution 8**
7. To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

**As Special Business**

To consider and if thought fit, pass the following Ordinary Resolution:

8. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")** **Resolution 10**

"THAT, subject always to the Companies Act, 1965 ("the Act"), the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company 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 provided that:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

AND THAT the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, and shall continue to be in force until:

- (a) at the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will 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 Annual General Meeting after the date is required by law to be held; or
- (c) revoked or varied by a resolution of the shareholders of the Company in a general meeting; whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter including without limitation, the cancellation and/or retention and/or distribution and/or selling of all or any part of the purchased shares in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."

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

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval by the shareholders at the Twenty-Seventh Annual General Meeting of the Company to be held on Friday, 26 August 2016, the final single tier dividend of 3.50 sen per share for the financial year ended 31 March 2016 will be paid on 30 September 2016 to the shareholders whose names appear in the Record of Depositors of the Company on Thursday, 15 September 2016. The entitlement date for the dividend payment is on Thursday, 15 September 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a) Securities transferred into the Depositor Securities Account before 4.00 p.m. on 15 September 2016 in respect of ordinary transfers; and
- b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

**LOKE WENG FOOK** (MIA 6573)  
Company Secretary

Kuala Lumpur  
28 July 2016

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at Friday, 19 August 2016 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.
- A member who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members, may appoint not more than one (1) proxy to attend and vote instead of the member at the meeting.
- A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as member to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), he may appoint not more than one (1) proxy in respect of each Securities Account he holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee shall mean an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company's Registrar Office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the 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 the holding of the meeting or adjourned meeting, as the case may be.

Explanatory Notes on Ordinary Business:

- Statutory Financial Statements for the financial year ended 31 March 2016**  
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 item is not put forward to shareholders for voting.

Explanatory Notes on Special Business:

- Ordinary Resolution 10 - Proposed Renewal of Share Buy-Back Authority**  
The proposed Ordinary Resolution 10, if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting. For further information, please refer to the Share Buy-Back Statement contained in the Annual Report.