

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at Perdana Ballroom, Bukit Jalil Golf and Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 21 November 2016 at 2.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial period ended 30 June 2016 together with the Reports of Directors and Auditors thereon (Please refer to Note A).  
(Ordinary Resolution 1)
- To approve the payment of Directors' fees for the financial period ended 30 June 2016.  
(Ordinary Resolution 2)
- To re-elect the following Directors retiring in accordance with the Article 96 of the Company's Articles of Association:  
(1) Madam Pan Kim Foon  
(2) Mr Yeoh Kim Wah  
(Ordinary Resolution 3)
- To re-elect the following Directors retiring in accordance with the Article 103 of the Company's Articles of Association:  
(1) Ms Tan Chung Ling  
(2) Mr Ng Chee Keong  
(3) Mr Tan Wei Neng  
(4) Dato' Chua Tia Guan  
(5) Ms Chan Foong Ping  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)  
(Ordinary Resolution 6)  
(Ordinary Resolution 7)  
(Ordinary Resolution 8)
- To approve the re-appointment of retiring Auditors, Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.  
(Ordinary Resolution 9)

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions with or without any modifications as resolutions:-

- Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of Bursa Malaysia Securities Berhad and other relevant governmental or regulatory bodies, where such approvals are necessary, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, 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 ten percent (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."  
(Ordinary Resolution 10)

- Proposed renewal of existing shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")**

**Notes:**

(A) 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 and hence, is not put forward for voting.

- Only depositors whose names appear in the Record of Depositors as at 11 November 2016 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on a poll in his/her stead. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 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.
- To be valid, the proxy form duly completed must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are not complied with.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

"THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the renewal of the shareholders' mandate for the Company and its subsidiaries ("STC Group") to enter into and give effect to specified RRPT and with specified class of the related parties as stated in Section 2.4 of the Circular to Shareholders dated 27 October 2016, which are necessary for its day-to-day operations, to be entered into by the STC Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate");

THAT the Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company following the general meeting at which time the Proposed Renewal of Shareholders' Mandate has been passed, at which time they will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("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 and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."  
(Ordinary Resolution 11)

- Proposed renewal of authority for the Company to purchase its own shares up to ten percent (10%) of its issued and paid-up capital**

"THAT, subject always to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be and are hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to allocate an amount not exceeding the total available retained profits and share premium of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each on the Company's ("Proposed Renewal of Share Buy-back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and in the

- If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

**Explanatory Notes on Special Business:****8. Ordinary Resolution 10**

**Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**

(a) The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

(b) The mandate now sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 24 June 2015 which will expire at the conclusion of the forthcoming Annual General Meeting.

(c) The Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.

(d) The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

**9. Ordinary Resolution 11**

**Proposed renewal of existing shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")**

The proposed Ordinary Resolution 11, if passed, will authorise the Company and/or its subsidiary companies ("STC Group") to enter into RRPT which are necessary for the STC Group's day-to-day operations with the respective specified class of the related parties, subject to

best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time;

AND THAT, upon the purchase by the Company of its own shares, the Directors are authorised to retain such shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased as treasury shares and cancel the remainder. The Directors are further authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or to re-allot the shares so purchased or retained in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Share Buy-back Authority."  
(Ordinary Resolution 12)

**9. Proposed Amendment to the Articles of Association of the Company**

"THAT the proposed amendment to the Company's Articles of Association ("Proposed Amendment") as set out in the Appendix 1 attached to the 2016 Annual Report be and is hereby approved AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendment."  
(Special Resolution 1)

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

**By order of the Board**

**PANG KAH MAN** (MIA 18831)

Company Secretary

Kuala Lumpur

27 October 2016

the transactions are entered into on terms which are not more favourable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company. Further details on the proposed renewal of existing shareholders' mandate for RRPT are provided in the Circular to Shareholders dated 27 October 2016 on the same.

**10. Ordinary Resolution 12**

**Proposed renewal of authority for the Company to purchase its own shares up to ten percent (10%) of its issued and paid-up capital**

The proposed Ordinary Resolution 12, if passed, will authorise the Company to allocate an amount not exceeding the total available retained profits and share premium of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each on the Company's ("Proposed Renewal of Share Buy-back Authority") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time. Further details on the Proposed Renewal of Share Buy-back Authority are provided in the Statement to Shareholders dated 27 October 2016 on the same.

**11. Special Resolution 1**

**Proposed Amendments to the Articles of Association of the Company**

The proposed Special Resolution 1 is intended to streamline the Company's Articles of Association to be aligned with the recent amendment to Chapter 9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 31 December 2015 as well as to enhance administrative efficiency. Further details on the Proposed Amendment are provided in the Appendix 1 attached to the 2016 Annual Report.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**  
(Pursuant to Paragraph 3.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR**

No individual is seeking election as a Director at the Twelfth Annual General Meeting of the Company.

**APPENDIX 1: DETAILS OF THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF SUCCESS TRANSFORMER CORPORATION BERHAD**

The proposed deletions, alterations, modifications, variations and additions to the Articles of Association of the Company ("Proposed Amendment") are as follows:

**EXISTING ARTICLE****Article 150**

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 a general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section 169 of the Act and the Listing Requirements. An annual report which is to be laid before the Company in a general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' and the Directors' Report relating thereto, shall not exceed six (6) months from the close of the financial year and not less than twenty-one (21) days before that date of meeting be sent to every Member of, and to every holder of the debenture of the Company under the provision of the Act or of these Articles.

Notwithstanding the above, the annual audited accounts together with the Directors' and auditors' report shall be filed with the Exchange for public release with four (4) months after the expiry of its financial year. A copy of each such documents in printed form or in CD-ROM form or in such other form of electronic media, (including other documents required by law to be annexed thereto) shall together with the notice of the annual general meeting be sent to every member 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 upon which the Company's shares may be listed, shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares may be listed shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed PROVIDED ALWAYS that this Article 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 office.

In the event that the annual report is sent in CD-ROM form or such 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 Members' request.

**AMENDMENT TO THE EXISTING ARTICLE****Article 150**

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 a general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section 169 of the Act and the Listing Requirements. An annual report which is to be laid before the Company in a general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' and the Directors' Report relating thereto, shall not exceed ~~six (6)-four (4)~~ months from the close of the financial year or such other period as may be prescribed by the Listing Requirements be sent to the Exchange and the Securities Commission Malaysia and not less than twenty-one (21) days before that date of meeting be sent to every Member of, and to every holder of the debenture of the Company and to every other person who is entitled to receive notices from the Company under the provision of the Act or of these Articles.

~~Notwithstanding the above, the annual audited accounts together with the Directors' and auditors' report shall be filed with the Exchange for public release with four (4) months after the expiry of its financial year.~~

A copy of each such documents in printed form or in ~~GD-ROM form~~ **electronic format** or in such other form of electronic media, (including other documents required by law to be annexed thereto) shall together with the notice of the annual general meeting be sent to every member 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 upon which the Company's shares may be listed, shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares may be listed shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed PROVIDED ALWAYS that this Article 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 office.~~

In the event that the annual report is sent in ~~GD-ROM~~ **electronic format** form or such 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 Members' request.