



NOTICE OF THE TWENTY-FIRST ("21ST") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting of the Company will be held at Ballroom, Prescott Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor on Tuesday, 10 January 2017 at 10.00 a.m. for the following purposes:-

- To receive the Audited Financial Statements for the financial year ended 31 July 2016 together with the Reports of the Directors and Auditors thereon. (See Note A)
- To approve the payment of Directors' fees of RM114,000 for the financial year ended 31 July 2016. (Ordinary Resolution 1)
- To approve the payment of a First and Final Single-Tier Dividend of 4% or 1 sen for each ordinary share of RM0.25 each in respect of the financial year ended 31 July 2016. (Ordinary Resolution 2)
- To re-elect the following Directors who are retiring in accordance with Article 106 of the Company's Articles of Association:-
 - Cheong Yee Kiong (Ordinary Resolution 3)
 - Foo Lee Khean (Ordinary Resolution 4)
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Ordinary Resolution 6)
 "THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, 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 nominal value of shares to be issued during the preceding 12 months does not exceed ten percent (10%) of the nominal value of the issued and paid-up capital (excluding treasury shares) 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."

- PROPOSED RENEWAL OF THE EXISTING AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL** (Ordinary Resolution 7)
 "THAT, subject always to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.25 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:-

- the maximum number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities for the time being of the Company ("Shares"); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the aggregate retained earnings and share premium reserves of the Company at the time of the purchase(s). As of 31 July 2016, the audited retained profits and share premium account of the Company were recorded at RM27,835,000 and Nil respectively; and

THAT upon completion of the purchase by the Company of its own Shares, the Directors of the Company are authorised to deal with the said Shares in the following manner:-

- cancel the shares so purchased; and/or
- retain the Shares so purchased as Treasury Shares; and/or
- retain part of the shares so purchased as Treasury Shares and cancel the remainder; or
- resell the Treasury Shares on Bursa Securities and/or distribute the Treasury Shares as dividends to the Company's shareholders and/or subsequently cancel the Treasury Shares or combination of the three;

and in any other manner as prescribed in the Act, rules and regulations and orders made pursuant to the Act and the requirements of Bursa Securities and/or any other relevant authority for the time being in force.

AND THAT the Directors of the Company be and are hereby empowered to carry out the above immediately upon the passing of this resolution and the authority conferred by this resolution will continue to be in force from the date of the passing of this resolution until:-

- the conclusion of the next Annual General Meeting of the Company following this 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
- the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting; whichever is the earliest.

AND the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they deem fit and expedient in the interest of the Company to give full effect to the Proposed Renewal of the Existing Authority For The Company To Purchase Its Own Shares Of Up To Ten Percent (10%) Of Its Issued And Paid-Up Share Capital contemplated and/or authorised by this Ordinary Resolution."

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** (Ordinary Resolution 8)

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 30 November 2016 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Securities, subject to the following:

- the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of 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 a general meeting, whichever is the earlier.
- disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
 - the consideration, value of the assets, capital outlay or costs of RRPT(s) is RM1.0 million or more; or
 - any one of the percentage ratios of such RRPT(s) is 1% or more, whichever is the higher;

and amongst other, based on the following information:

- the type of the Recurrent Related Party Transactions made; and
- the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with SYF Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
30 November 2016

NOTES:-

1. APPOINTMENT OF PROXY

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorised representative) to attend and vote in his/her stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
- A member may appoint a maximum of two (2) proxies to attend and vote at the same meeting. Such appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act"), it 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.
- Where a member of the Company 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 refers to an Authorised Nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation/company, either under its common seal or under the hand of officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 4 January 2017 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

2. EXPLANATORY NOTES ON ORDINARY BUSINESS

Note A - Audited Financial Statements For The Financial Year Ended 31 July 2016

This agenda item is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this resolution is not put forward to the shareholders of the Company for voting.

3. EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 6 - Authority To Issue Shares Pursuant To Section 132D Of The Act

Ordinary Resolution 6 is the renewal of the general mandate under Section 132D of the Act ("general mandate") and if passed, will provide flexibility to the Company to issue new securities

without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration. The general mandate will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company did not issue any new shares pursuant to Section 132D of the Act under the general mandate which was approved at the Twentieth Annual General Meeting of the Company held on 7 January 2016.

Ordinary Resolution 7 - Proposed Renewal Of The Existing Authority For The Company To Purchase Its Own Shares Of Up To Ten Percent (10%) Of Its Issued And Paid-Up Share Capital

Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will expire at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.

For further information on this resolution, please refer to the Share Buy-Back Statement dated 30 November 2016 which is despatched together with the Annual Report 2016.

Ordinary Resolution 8 - Proposed New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.4 of the Circular to Shareholders dated 30 November 2016, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

For further information on this resolution, please refer to the Circular to Shareholders dated 30 November 2016 which is despatched together with the Annual Report 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the 21st Annual General Meeting of the Company to be held on Tuesday, 10 January 2017, if approved, the First and Final Single-Tier Dividend of 4% or 1 sen per share in respect of the financial year ended 31 July 2016 will be paid on 29 March 2017 to the depositors registered in the Record of Depositors of the Company at the close of business on 15 March 2017.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 pm on 15 March 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Securities.