

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting of the Company will be held at Latitude 2 & 3, Level 1, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 14 May 2018 at 3.00pm for the following purposes:-

AGENDA AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and the Auditors thereon. *(Please refer to Note 1.)*
- To approve the payment of Directors' fees and benefits payable up to RM164,500 for the period from 1 June 2018 until the conclusion of the next Annual General Meeting of the Company.
- To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-
 - Tune Hee Hian Article 98
 - Datuk Ng Bee Ken Article 98
- To re-appoint Messrs. HLB Ler Lum as Auditors and to authorise the Board of Directors to fix their remuneration.

(ORDINARY RESOLUTION 1)

(ORDINARY RESOLUTION 2)
(ORDINARY RESOLUTION 3)
(ORDINARY RESOLUTION 4)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

5. ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT, subject always to the Companies Act 2016 ("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 Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares 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 ("Bursa Securities") for the listing of and quotation of the additional shares so allotted."

(ORDINARY RESOLUTION 5)

6. AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

"THAT, subject always to the Companies Act 2016 ("the Act"), the provisions of the Memorandum and Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations as it may be amended, modified or re-enacted from time to time, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares 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 aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained earnings of the Company. As at the latest financial year ended 31 December 2017, the audited retained earnings of the Company stood at RM21,594,566.00; and
- the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- to cancel the ordinary shares so purchased; or
- To retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- To retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- In any other manner prescribed by the Act, rules, regulations and orders made to the Act, the ACE Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Board of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company."

(ORDINARY RESOLUTION 6)

7. RETENTION OF MR. JAMES HENRY STEWART AS INDEPENDENT DIRECTOR

"THAT Mr. James Henry Stewart is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance."

(ORDINARY RESOLUTION 7)

- 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

Dated this 20th day of April 2018
Kuala Lumpur

- Notes:
- The Audited Financial Statements are for discussion only as the Company's Articles of Association provides that the audited financial statements are to be laid in the general meeting.
 - For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 8 May 2018. Only a depositor whose name appears on the Record of Depositors as at 8 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
 - A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. All voting will be conducted by way of poll.
 - Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy 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 authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
 - Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
 - If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.
 - The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
 - Explanatory notes on Special Business
 - The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company the flexibility to allot new shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. 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 allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission, for such purposes. The renewed 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.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 24 May 2017.
 - The explanatory notes of the proposed Ordinary Resolution 6 are set out in the Share Buy-Back Statement dated 20 April 2018.
 - The proposed Ordinary Resolution 7, if passed, will allow the Director, Mr. James Henry Stewart who has served the Company for a cumulative period of more than 9 years, to continue to act as Independent Non-Executive Director of the Company. The Board supports the re-appointment of Mr. James Henry Stewart as Independent Director for:-
 - He understands the business nature and office culture
 - He provides the Board valuable advice and insight
 - He actively participates in Board deliberations and decision making in an objective manner
 - He upholds independent decision and challenges the management objectively.