



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of APFT Berhad will be held at Peninsula 1, Peninsula Residence All Suite Hotel, 10, Jalan Semantan, Bukit Damansara, 50490 Kuala Lumpur, on Monday, 15 September 2014 at 9.30 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial from 1 January 2013 to 31 March 2014 together with the Directors' and Auditors' Reports. **Note B**
- To approve the payment of Directors' Fees amounting to RM121,500.00 for the financial period from 1 January 2013 to 31 March 2014. **Resolution 1**
- To re-elect the following Directors:-
 - Encik Nik Din Bin Nik Sulaiman who retires by rotation pursuant to Article 104 of the Company's Articles of Association and, being eligible, offers himself for re-election. **Resolution 2**
 - Mr. Tan Nyap Keong @ Tony Tan who retires by rotation pursuant to Article 104 of the Company's Articles of Association and, being eligible, offers himself for re-election. **Resolution 3**
- To re-appoint Messrs SJ Grant Thornton, the retiring Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

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

- Ordinary Resolution**
Proposed increase in the authorised share capital of the Company from RM100,000,000 comprising 500,000,000 ordinary shares of RM0.20 each to RM500,000,000 comprising 2,500,000,000 ordinary shares of RM0.20 each ("Proposed Increase in Authorised Share Capital") **Resolution 5**

"THAT the authorised share capital of the Company be increased from RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 500,000,000 ordinary shares of RM0.20 each to RM500,000,000 (Ringgit Malaysia Five Hundred Million only) divided into 2,500,000,000 ordinary shares of RM0.20 each;

AND THAT any one Director of the Company be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

- Ordinary Resolution** **Resolution 6**

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

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Special Resolution** **Resolution 7**

Proposed Amendments to the Memorandum and Articles of Association of the Company (Proposed Amendments)

"THAT Clause 7 of the Company's Memorandum of Association and Article 4 of the Company's Articles of Association be amended as follows:-

| Existing | Proposed Amendments |
|--|--|
| Memorandum of Association | |
| CLAUSE 7 "The capital of the Company is RM100,000,000.00 divided into 500,000,000 shares of RM0.20 each, with power to increase or reduce its capital and the shares in the original or increased or reduced capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise." | CLAUSE 7 "The capital of the Company is RM500,000,000.00 divided into 2,500,000,000 shares of RM0.20 each, with power to increase or reduce its capital and the shares in the original or increased or reduced capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise." |
| Articles of Association | |
| ARTICLE 4 <i>"Capital"</i> The share capital of the Company as at the date of the adoption of these Articles as the Articles of Association of the Company is RM100,000,000.00 divided into 500,000,000 shares of Ringgit Malaysia Sen Twenty (RM0.20) each." | ARTICLE 4 <i>"Capital"</i> The share capital of the Company as at the date of the adoption of these Articles as the Articles of Association of the Company is RM500,000,000.00 divided into 2,500,000,000 shares of Ringgit Malaysia Sen Twenty (RM0.20) each." |

AND THAT any one Director of the Company be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

OTHER BUSINESS

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

By Order of the Board

NG YIM KONG (LS 0009297)
Company Secretary

Selangor Darul Ehsan
22 August 2014

NOTES:

A. PROXY

- For the purpose of determining a member who shall be entitled to attend this meeting, only members whose names appear in the Record of Depositors as at 8 September 2014 will be entitled to attend and speak and vote at the Meeting.
- A member of the Company entitled to be present and to vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him(her). A proxy may but need not be a Member of the Company and the provisions 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 (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.
- Where a member appoints more than one (1) proxy to attend and vote at the same Meeting, the appointment shall be invalid unless he/she specifies the proportion 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 officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at Unit 07-02, Level 7, Persoft Tower, 68 Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

B. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2013 TO 31 MARCH 2014

- This agenda item is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the said Audited Financial Statements by the shareholders. Hence, this agenda item is not subject to voting by the shareholders.

C. EXPLANATORY NOTES ON SPECIAL BUSINESS

- Proposed increase in the authorised share capital of the Company from RM100,000,000 comprising 500,000,000 ordinary shares of RM0.20 each to RM500,000,000 comprising 2,500,000,000 ordinary shares of RM0.20 each ("Proposed Increase in Authorised Share Capital")
The proposed Ordinary Resolution 5 under item 5 above, if passed, will enable the Company to increase its existing authorised share capital from RM100,000,000 comprising 500,000,000 ordinary shares of RM0.20 each to RM500,000,000 comprising 2,500,000,000 ordinary shares of RM0.20 each in order to facilitate any increase in the share capital of the Company in the future, including the following proposals announced to Bursa Malaysia Securities Berhad on 21 July 2014:-
(a) proposed private placement of up to 118,110,000 new ordinary shares of RM0.20 each in the Company ("Placement Shares"), representing up to approximately 30% of the issued and paid-up share capital of APFT, together with up to 118,110,000 free detachable warrants ("Warrants") on the basis of one (1) Warrant for every one (1) Placement Share subscribed for; and
(b) proposed establishment of an employee share option scheme involving the issuance of up to 15% of the issued and paid-up share capital of the Company (excluding treasury shares) to the eligible employees and Directors of APFT and its subsidiaries (excluding dormant subsidiaries).
- Authority to Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965
The proposed Ordinary Resolution 6 under item 6, if passed, will allow the Company to procure the renewal of the general mandate which will empower the Directors of the Company to issue and allot new shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, which will expire at the next Annual General Meeting of the Company.
As at the date of this Notice, no new shares were issued pursuant to the general mandate obtained at the Third Annual General Meeting held on 26 June 2013 which will lapse at the conclusion of this Annual General Meeting.
This general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.
- Proposed Amendments to the Memorandum and Articles of Association of the Company
The proposed Special Resolution 7 under item 7 above, is to seek shareholders' approval for amendments to the Memorandum and Articles of Association of the Company to facilitate the implementation of the Proposed Increase in Authorised Share Capital.