

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at the Dillenia & Eugenia, Ground Floor, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 80000 Kuala Lumpur on Tuesday, 19 May 2015 at 12.30 a.m. for the following purposes:-

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| 1 | To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of Directors' and Auditors' thereon.  | (Please refer to explanatory note below)     |
| 2 | To declare a First and Final Single Tier Dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2014.  | Resolution 1                                 |
| 3 | To approve the payment of Directors' Fees amounting to RM 292,500 in respect of the financial year ended 31 December 2014.  | Resolution 2                                 |
| 4 | To re-elect the following Directors retiring in accordance with Article 84 of the Articles of Association of the Company:-<br>(i) Datuk Ng Yih Pnyng<br>(ii) Mr Lau Tiang Hua<br>(iii) Datin Choong Chow Mooi   | Resolution 3<br>Resolution 4<br>Resolution 5 |
| 5 | To re-appoint the following Directors retiring in accordance with Section 129(6) of the Companies Act, 1965:-<br>(i) Tan Sri Datuk Ng Teck Fong<br>(ii) Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad<br>(iii) Mr M Chareon Sae Tang @ Tan Whye Aun | Resolution 6<br>Resolution 7<br>Resolution 8 |
| 6 | To re-appoint BDO as Auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | Resolution 9                                 |

**AS SPECIAL BUSINESS**

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

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| 7  | <b>ORDINARY RESOLUTION 1</b><br><b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b><br>"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."   | Resolution 10 |
| 8  | <b>ORDINARY RESOLUTION 2</b><br><b>PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WITH RELATED PARTY ("PROPOSED SHAREHOLDERS' MANDATE")</b><br>"THAT subject to provisions of the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into category of RRPT as set out in Section 2.1 of the Circular to Shareholders dated 23 April 2015, subject to the following:-<br>(a) THAT the RRPTs are:-<br>(i) necessary for the day-to-day operations;<br>(ii) undertaken in the ordinary course of business and at arm's length basis and are on terms not more favourable to the related parties than those generally available to the public; and<br>(iii) are not detrimental to the shareholders of the Company; and<br>(b) THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-<br>(a) the conclusion of the next AGM of the Company at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;<br>(b) the expiration of the period within which the next AGM after that date 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<br>(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.<br>AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the RRPTs contemplated and/or authorised by this Ordinary Resolution." | Resolution 11 |
| 9  | <b>ORDINARY RESOLUTION 3</b><br>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD<br>"THAT authority be and is hereby given to Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."  | Resolution 12 |
| 10 | <b>ORDINARY RESOLUTION 4</b><br>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – DATIN NONADIAH BINTI ABDULLAH<br>"THAT authority be and is hereby given to Datin Nonadiah Binti Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."  | Resolution 13 |
| 11 | <b>ORDINARY RESOLUTION 5</b><br>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR M CHAREON SAE TANG @ TAN WHYE AUN<br>"THAT authority be and is hereby given to Mr M Chareon Sae Tang @ Tan Whye Aun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."  | Resolution 14 |
| 12 | <b>ORDINARY RESOLUTION 6</b><br>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR LAU TIANG HUA<br>"THAT authority be and is hereby given to Mr Lau Tiang Hua who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."  | Resolution 15 |
| 13 | To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965.   |               |

**BY ORDER OF THE BOARD**

TEOH KOK JONG (LS 04719)

Company Secretary  
Kuala Lumpur  
Date: 23 April 2015

**NOTICE OF DIVIDEND PAYMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Tenth Annual General Meeting, the First and Final Single Tier Dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2014 shall be paid on 5 June 2015 to the shareholders registered in the Record of Depositors at the close of business on 22 May 2015.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 22 May 2015 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**Notes:-**

- Only depositors whose names appear in the Record of Depositors as at 12 May 2015 be regarded as members and entitled to attend, speak and vote at the meeting.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- To be valid this form duly completed must be deposited at the Registered Office of the Company at Suite B13A-4, Tower B, Level 13A, Northpoint Offices, Mid Valley City, No. 1, Medan Syed Putra Utama, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his 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.
- Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint more than 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.

**EXPLANATORY NOTES ON ORDINARY BUSINESS****Item 1**

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 Agenda item is not put forward for voting.

**Resolution 2**

It is proposed that the fee for the Non-Executive Directors of the Company be increased from RM 203,000 per annum to RM 216,000 per annum. The proposed increase in the fee for the Non-Executive Directors is for the purpose of attaining closer parity after comparing the Company's practice against market benchmarks and considering their increased responsibility and accountability in respect of corporate governance.

**EXPLANATORY NOTES ON SPECIAL BUSINESS****Resolution 10**

The proposed Resolution 10, is a renewal of the previous year mandate and if passed, is to empower the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being.

The previous mandate approved on 20 May 2014 was not utilized and accordingly no proceeds were raised.

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, repayment of borrowings and/or acquisitions.

**Resolution 11**

The proposed Resolution 11, is a renewal of the previous year Shareholders' Mandate and New Shareholders' Mandate and if passed will allow the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature in order to comply with Paragraph 10.09 of Chapter 10 and Practice Note 12 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

Further information on the Proposed Renewal of and New Shareholders' Mandate for RRPT of a Revenue or Trading Nature is set out in the Circular to Shareholders of the Company dated 23 April 2015 which is dispatched together with the Company's Annual Report 2014.

**Resolution 12****Continuing in Office as Independent Non-Executive Director – YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD**

The Nomination Committee has assessed the independence of Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine (9) years and was familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

**Resolution 13****Continuing in Office as Independent Non-Executive Director – DATIN NONADIAH BINTI ABDULLAH**

The Nomination Committee has assessed the independence of Datin Nonadiah Binti Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended her to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- she fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, she would be able to function as a check and balance, bring an element of objectivity to the Board;
- she has been with the Company for more than nine (9) years and was familiar with the Company's business operations;
- she has devoted sufficient time and attention to her professional obligations for informed and balanced decision making; and
- she has exercised her due care during her tenure as an Independent Non-Executive Director of the Company and carried out her professional duties in the interest of the Company and shareholders.

**Resolution 14****Continuing in Office as Independent Non-Executive Director – MR M CHAREON SAE TANG @ TAN WHYE AUN**

The Nomination Committee has assessed the independence of Mr M Chareon Sae Tang @ Tan Whye Aun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine (9) years and was familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

**Resolution 15****Continuing in Office as Independent Non-Executive Director – MR LAU TIANG HUA**

The Nomination Committee has assessed the independence of Mr Lau Tiang Hua, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine (9) years and was familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.