

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Hulu Kelang, 68000 Ampang, Selangor on Tuesday, the 26th day of May, 2015 at 10.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

- 1 To receive and adopt the Audited Financial Statements, Report of the Directors and Report of the Auditors thereon for the year ended 31 December 2014 (Please refer to Note 1)
- 2 To approve the payment of first and final single tier dividend of 0.18 sen per share for the year ended 31 December 2014 **Ordinary Resolution 1**
- 3 To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2014 **Ordinary Resolution 2**
- 4 To re-elect YBhg Dato' Sri Sufri bin Mohd Zin who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association. **Ordinary Resolution 3**
- 5 To re-appoint Messrs AljeffriDean as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolution, with or without modification:-

- 6 **Authority to issue shares** (Please refer to Note 3)
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."
Ordinary Resolution 5
- 7 **Proposed renewal of authority for the company to purchase its own shares** (Please refer to Note 4)
"THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965 ("Act"), provisions in the Company's Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of 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:-
 - (1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of

purchase;

- (2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit and share premium account of the Company. As at the financial year ended 31 December 2014, the audited retained profit and share premium of the Company stood at RM10,102,621 and RM208,109 respectively;
- (3) The renewal of authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
 - (a) at the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) 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:-

- (a) to cancel the ordinary shares so purchased; or
- (b) 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
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and
- (d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to act and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to 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."

8 Continuing in office as Independent Directors

(Please refer to Note 5)

"That, approval be and is hereby given for General (R) Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin who was served as an Independent Non-Executive Director of the Company since 25 March 2004 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary
Resolution 7**

"That, approval be and is hereby given for Noor Zilan Bin Mohamed Noor who was served as an Independent Non-Executive Director of the Company since 13 May 2002 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary
Resolution 8**

"That, approval be and is hereby given for Abdul Rahman Bin Ali who was served as an Independent Non-Executive Director of the Company since 13 May 2002 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary
Resolution 9**

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN, that a first and final single tier dividend of 0.18 sen per share in respect of the financial year ended 31 December 2014 will be paid on 15 June 2015 to shareholders whose names appear on the Company's Register of Depositors on 29 May 2015.

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

- a) Shares transferred into the Depositor's Securities Account before 4.00pm on 29 May 2015 in respect of ordinary transfers; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

ABDUL AZIZ MOHAMED (LS 007370)
Secretary

Selangor Darul Ehsan
30th April 2015

Notes:

1. Audited Financial Statements for the Year Ended 31 December 2014

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to Section 169(1) of the Companies Act, 1965. Hence, this item of the Agenda is not put forward for voting by shareholders of the Company.

2. Appointment of Proxies

- a. A proxy may but need not be a member of the Company and the provision of section 149 (1) (b) of the Act shall not apply to the Company.
- b. To be valid the proxy form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- c. A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at the meeting.
- d. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the meeting.
- e. 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.
- f. Where a member is an authorised nominee as defined under the Central Depositories Act, it 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.

- g. If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- h. Only members whose names appears in the Record of Depositors as at 19 May 2015 will be entitled to attend and vote at the meeting.

3. Authority for allotment of shares (Ordinary Resolution No.5)

The proposed Ordinary Resolution 6 is a renewal of the General Mandate for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965.

The proposed Ordinary Resolution 6, if passed, will authorize the Directors of the Company, from the date of the above Annual General Meeting, to issue shares up to ten per centum (10%) of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Seventeenth Annual General Meeting held on 26 June 2014 and which will lapse at the conclusion of the Eighteenth Annual General Meeting to be held on 26 May 2015.

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.

The rationale for this resolution is to eliminate the need to convene separate general meeting(s) from time to time to seek Shareholder approval as and when the Company issues new shares and thereby reducing administrative time and costs associated with the convening of such meeting(s).

4. Proposed renewal of authority for the Company to purchase its own shares (Ordinary Resolution No. 6)

The proposed adoption of the Ordinary Resolution 6 is to renew the authority granted by the shareholders of the Company at the Annual General Meeting held on 26 June 2014 to empower the Directors of the Company to purchase not more than 10% of the issued and paid-up 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 will expire at the conclusion of the next Annual General Meeting of the Company. Further information is set out in the Share Buy-Back Statement dated 30th April 2015 which is dispatched together with the Company's 2014 Annual Report.

5. Continuing in office as Independents Directors (Ordinary Resolution No. 7, 8 and 9)

Pursuant to Malaysian Code on Corporate Governance 2012, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

The Board of Directors of the Company has assessed the independence of General (R) Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin, Noor Zilan Bin Mohamed Noor and Abdul Rahman Bin Ali and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the justification explained in page 10 of the Company's 2014 Annual Report.

The proposed Resolution 7, Resolution 8 and Resolution 9, if passed will enable General (R) Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin, Noor Zilan Bin Mohamed Noor and Abdul Rahman Bin Ali to continue in office as Independent Non-Executive Directors of the Company.