

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting of the Company will be held at Room 9, Level 2, Vistana Hotel, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Penang on Tuesday, 9 June 2015 at 4.30 p.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**

#### As Ordinary Business

2. To approve the payment of Directors' fees of RM14,000.00 in respect of the financial year ended 31 December 2014. **Ordinary Resolution 1**
3. To re-elect Datin Phor Li Wei who retires in accordance with Article 90 of the Articles of Association of the Company, and who, being eligible, has offered herself for re-election. **Ordinary Resolution 2**
4. To re-elect Encik Mohhtar Bin Abdullah who retires in accordance with Article 83 of the Articles of Association of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 3**
5. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

#### As Special Business

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

##### 6. Authority to Issue Shares

- "THAT pursuant to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/ regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities." **Ordinary Resolution 5**

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

CHEW SIEW CHENG (MAICSA 7019191)

GUNN CHIT GEOK (MAICSA 0673097)

Company Secretaries

Date: 18 May 2015

Penang

#### Note A

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 and hence is not put forward for voting.

#### Notes :

- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. 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. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to 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 (an authorised nominee which is exempted from compliance with the provision of Section 25A(1) of the Central Depositories Act) 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 authorised nominee may appoint in respect of each omnibus account it holds.

Where an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

- The instrument appointing a proxy shall be deposited at the Registered Office of the Company, Suite 12-02, 12th Floor, Menara Zurich, 170, Jalan Argyll, 10500 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- Depositors whose names appear in the Record of Depositors as at 1 June 2015 shall be entitled to attend and vote at the general meeting, or appoint a proxy to attend, speak and vote on his behalf.

#### Explanatory Notes on Special Business

##### (i) Authority to Issue Shares

This new Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition.

This proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital (excluding treasury shares) 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 will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.