



**NOTICE IS HEREBY GIVEN** THAT the Twenty-First Annual General Meeting of the Company will be held at Cempaka Room (Level 03), Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 26 June 2015 at 11.00 a.m. to transact the following businesses:

**AS ORDINARY BUSINESS**

1. To receive the audited Financial Statements for the year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **(Please refer Explanatory Note (a))**
2. To approve the payment of Directors' Fees of RM241,000.00 in respect of the financial year ended 31 December 2014. **(Resolution 1)**
3. To re-elect the following Directors:-
  - 3.1 Dato' Gan Kim Huat 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)**
  - 3.2 Tan Sri Hussin bin Haji Ismail retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 3)**
  - 3.3 Amirul Azhar bin Baharom retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 4)**
4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

**AS SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution:

**Ordinary Resolution . Authority to Directors to Issue Shares :**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 6)**

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

**BY ORDER OF THE BOARD**

**HO MENG CHAN (MACS 00574)**  
**WU SIEW HONG (MAICSA 7039647)**  
Secretaries

Petaling Jaya,  
Selangor Darul Ehsan.  
26 May 2015

**Notes :-**

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint any person or persons to be his/her proxy or proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
- 2) The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- 3) If there is no indication as to how you wish your vote(s) to be cast, the proxy may vote or abstain from voting at his/her discretion.
- 4) The instrument appointing a proxy must be duly executed and deposited at the Registered Office of the Company at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- 5) Depositors who appear in the Record of Depositors as at 19 June 2015 shall be regarded as Member of the Company entitled to attend the Twenty-First Annual General Meeting or appoint a proxy or proxies to attend and vote on his behalf.

**EXPLANATORY NOTES**

- 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- b) Ordinary Resolution-D Resolution on Authority To Directors To Issue Shares

The proposed resolution 6 under item 5 of the agenda, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and 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 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 proposed Resolution is to seek a renewal of the General Mandate for the issue of new ordinary shares pursuant to Section 132D of the Companies Act, 1965 which was approved by the shareholders at the Twentieth Annual General Meeting.

At the date of this notice, no new shares in the Company were issued pursuant to the general authority to the Directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Twentieth Annual General Meeting held on 27 June 2014 and which will lapse at the conclusion of the Twenty-First Annual General Meeting.

With this renewed General Mandate, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions.