

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at Room Dayang of Plot 19, Hilir Sungai Keluang 2, Taman Perindustrian Bayan Lepas, Fasa IV, 11900 Penang on Thursday, 18 June 2015 at 9.00 a.m. for the following purposes:-

A G E N D A

1. To receive the Audited Financial Statements of the Company for the year ended (Please refer to 31 December 2014 together with the Reports of the Directors and of the Auditors (Note A) thereon.
2. To approve the payment of Directors' Fee of up to RM348,000/- for the financial (Resolution 1) year ending 31 December 2015.
3. To re-elect the following Directors retiring under the respective provision of the Articles of Association of the Company and who, being eligible, offered themselves for re-election:-
 - a. Mr. Hsu, Chin-Shui Article 97(1) (Resolution 2)
 - b. Mr. Ang Siak Keng Article 97(1) (Resolution 3)
4. To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing (Resolution 4) year and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

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

Ordinary Resolution

- a) Continue in Office as Senior Independent Non-Executive Director (Resolution 5)

"That authority be and is hereby given to Khoo Lay Tatt who has served as an Independent Non-Executive Director of the Company to continue to serve as Senior Independent Non-Executive Director of the Company upon expiry of his tenure of nine years as Independent Non-Executive Director on 1 October 2015 in accordance with the Malaysian Code on Corporate Governance 2012."

- b) Authority to Issue Shares (Resolution 6)

"That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorized 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 its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

6. 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

HOW WEE LING (MAICSA 7033850)

OOI EAN HOON (MAICSA 7057078)

Secretaries

Penang

27 May 2015

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 and hence, is not put forward for voting.
- B. For the purpose of determining a member who shall be entitled to attend and vote at this 13th Annual General Meeting, the Company shall be requesting the Record of Depositors as at 10 June 2015. Only a depositor whose name appears on the Record of Depositors as at 10 June 2015 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

Proxy:-

1. A Member of the Company entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a Member and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company is an Exempt Authorised Nominee 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.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than forty-eight (48) hours before the time set for holding of the Meeting or at any adjournment thereof.

Explanatory Note On Special Business:

1. Resolution 5 - Continue in Office as Senior Independent Non-Executive Director

Mr. Khoo Lay Tatt is an Independent Non-Executive Director of the Company who has served on the Board since 2 October 2006. He is also the Senior Independent Non-Executive Director of the Company. In accordance with the Malaysian Code on Corporate Governance 2012 (Code), the tenure of an independent director should not exceed a cumulative term of nine years. His term of office as Independent Non-Executive Director will be 9 years cumulatively on 1 October 2015. It is thus appropriate for the Company to recommend such retention upon expiry of his tenure of nine years as Independent Non-Executive Director at this forthcoming AGM. After having assessed the independence of Mr. Khoo and also the assessment by the Nominating Committee, regards him to be independent based amongst others, he has remained objective and independent in exercising his judgment when a matter is put before him for decision, he also has the experience to make informed decision and participate actively and contribute positively during deliberations or discussions at Board Meetings. To that, the Board with the recommendation of the Nominating Committee, recommend Mr. Khoo to continue to serve as Senior Independent Non-Executive Director of the Company.

The proposed Resolution No. 5, if not passed, Mr. Khoo will be re-designated as a Non-Independent Non-Executive Director and relinquish his position as the Senior Independent Non-Executive Director of the Company with effective from 2 October 2015.

2. Resolution 6 - Authority to issue Shares

The proposed Resolution No. 6 [Item 5(b)], if passed, will grant a renewed general mandate (Mandate 2015) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

The Mandate 2015 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.