

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 18<sup>th</sup> Annual General Meeting of the Company will be held at Impiana Room, Penang Golf Resort, No. 1687, Jalan Bertam, 13200 Kepala Batas, Seberang Prai Utara, Penang on 29 June 2015 at 10.00 a.m. for the following purposes:

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2014.
- To re-elect the following Directors who retire in accordance with Article 95 of the Company's Articles of Association, and being eligible have offered themselves for re-election: -
  - Dato' Siah Gim Eng (Resolution 1)
  - Mr. Ong Kim Nam (Resolution 2)
- To approve the Directors' Fees of RM186,000 for the financial year ended 31 December 2014. (Resolution 3)
- To re-appoint Messrs. Grant Thornton 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. (Resolution 4)

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions: -

- AUTHORITY TO ISSUE SHARES AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965 ("the Act")**

"THAT pursuant to Section 132D of the Act and the provisions of the Memorandum and Articles of Association of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company, from time to 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 the shares issued pursuant to this resolution 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 also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." (Resolution 5)
- PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES IN ACCORDANCE WITH SECTION 67A OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Act, the provisions of the Memorandum and Articles of Association of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilise an amount not exceeding the total audited share premium and retained profits of the Company as at 31 December 2014 of RM918,539 and RM19,192,453 respectively to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares") then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT authority be and is hereby given to the Directors to take such steps to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions, modifications, variations and amendments as may be imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the Act, regulations and guidelines." (Resolution 6)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
  - Subject to the passing of Resolution 2, to retain Mr. Ong Kim Nam, who has served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. (Resolution 7)
  - To retain En Shamsuddin bin Mohd Salleh, who have served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. (Resolution 8)
- To transact any other ordinary business for which due notice has been given.

**NOTICE IS HEREBY GIVEN** that for purpose of determining a member who shall be entitled to attend this 18<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 June 2015. Only a depositor whose name appears on the Record of Depositors as at 22 June 2015 shall be entitled to the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon  
(MAICSA No.: 0818580)  
Company Secretary

Penang

Date: 29 May 2015

**NOTES:****1. Audited Financial Statements**

This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**2. Form of Proxy**

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy 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 Act shall not apply to the Company.
- Where a member appoints more than one (1) proxy (but not more than two (2)), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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 its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

**3. Explanatory Note On Special Business***i) Authority to Issue Shares (Resolution 5)*

The proposed resolution is in relation to authority to allot shares pursuant to Section 132D of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 17<sup>th</sup> AGM held on 27 June 2014 and which will lapse at the conclusion of the 18<sup>th</sup> AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

*ii) Proposed Renewal of Share Buy-Back (Resolution 6)*

The proposed resolution, if passed, will provide the mandate for the Company to buy back its own shares up to a limit 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 6 are set out in Statement dated 29 May 2015 accompanying the Annual Report.

*iii) Continuing in office as Independent Non-Executive Directors (Resolution 7 & 8)*

The Board of Directors via the Nominating Committee assessed the independence of Mr. Ong Kim Nam and En Shamsuddin bin Mohd Salleh, who has served on the Board as Independent Non-Executive Directors of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr. Ong Kim Nam and En Shamsuddin bin Mohd Salleh, based on the following justifications: -

- They have met the criteria the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- Being directors for more than nine (9) years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- They have the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors and carried out their fiduciary duties in the interest of the Company and minority shareholders.