

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Company will be held at MTD Group Building, Ground Floor, No. 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 25 June 2015 at 10.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Directors' and Auditor's Reports thereon. *(Please refer to Explanatory Notes to the Agenda)*
Ordinary Resolution 1
2. To approve the payment of Directors' fees of RM156,000.00 for the financial year ended 31 December 2014.
3. To re-elect the following Directors who retire by rotation in accordance with Article 104 of the Company's Articles of Association:
(a) Encik Fazrin Azwar Bin Md. Nor
(b) Mr. Nathan Tham Jooi Loon
Ordinary Resolution 2
Ordinary Resolution 3
4. To re-appoint the following Directors who were appointed during the year and retire in accordance with Article 91 of the Company's Articles of Association:
(a) Encik Aminuddin Bin Mohd Arif
(b) Datuk Lim Thean Shiang
Ordinary Resolution 4
Ordinary Resolution 5
5. To appoint Auditors and to authorise the Directors to fix their remuneration.
Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto, has been received by the Company nominating Messrs Deloitte, who has given their consent to act, for appointment as the new Auditors of the Company and of the intention to propose the following ordinary resolution:
"THAT Messrs Deloitte be and is hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration."

As Special Business

To consider and, if thought fit, pass the following ordinary and special resolutions :

6. **Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965** **Ordinary Resolution 7**
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time to such persons 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 pursuant to this resolution does not exceed 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 on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. **Proposed Renewal of Authority for the Purchase by the Company of its own ordinary shares of up to 10% of the issued and paid up share capital ("Share Buy-Back")** **Ordinary Resolution 8**
"THAT, subject to the Companies Act, 1965 ("the Act"), provisions of the Company's Memorandum and Articles of Association ("M&A") and the Listing Requirements of Bursa Securities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.10 each in the Company subject to the following:-
(a) the aggregate number of the Company's shares which may be purchased or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company, subject to the restriction that the Company continues to maintain a shareholding spread that is on compliance with the Listing Requirements of Bursa Securities;
(b) the maximum funds to be allocated by the Company for the purpose of purchasing the Company's shares under the Share Buy-Back shall not exceed the latest available audited retained profits and share premium of the Company;
(c) the authority conferred by this resolution to facilitate the Share Buy-Back will commence immediately upon the passing of this ordinary resolution and will continue to be in force until:
(i) the conclusion of the next annual general meeting ("AGM") of the Company at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
(ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
(iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and
(d) upon completion of the purchase(s) of the Company's shares by the Company, the Directors of the Company be and are empowered to cancel or retain as treasury shares, any or all of the Company's shares so purchased, resell on Bursa Securities or distribute as dividends to the Company's shareholders and/or in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and 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 take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the Company's shares."
8. **Continuing in Office as Independent Non-Executive Director** **Ordinary Resolution 9**
"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to Encik Fazrin Azwar Bin Md. Nor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
9. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

CHIN NGEOK MUI (MAICSA 7003178)

CHEN BEE LING (MAICSA 7046517)

Secretaries

Selangor Darul Ehsan

29 May 2015

Notes:

- i) In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 19 June 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- ii) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting on his/her behalf. In the case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. A proxy/representative appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iii) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than **forty-eight (48)** hours before the time set for holding the Meeting or adjourned meeting.
- vi) Where a member 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.

Explanatory Notes to the Agenda:

Item 1 of the Agenda

This item of the Agenda 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 item of the Agenda is not put forward for voting.

Item 6 of the Agenda - Ordinary Resolution 7

Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 7 is a renewal of the previous year mandate and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share 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 at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance if shares.

The Company did not utilise the mandate obtained at the last Annual General Meeting and thus no proceeds were raised from the previous mandate.

Item 7 of the Agenda - Ordinary Resolution 8

Proposed Renewal of Authority for Share Buy Back

Ordinary Resolution 8 if passed, will empower the Directors of the Company to buy-back and/or hold shares of the Company not exceeding ten percent (10%) of the issued and paid-up share capital of the Company from time to time being quoted on the Bursa Securities 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.

Shareholders are advised to refer to the Statement to Shareholders dated 29 May 2015, which is circulated together with the 2014 Annual Report when considering Ordinary Resolution 8 on the Share Buy Back.

Item 8 of the Agenda - Ordinary Resolution 9

Continuing in Office as Independent Non-Executive Director

The Nomination Committee has assessed the independence of Encik Fazrin Azwar Bin Md. Nor, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board discussed and agreed with the recommendation of the Nomination Committee that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- a) He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors;
- b) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- c) He had vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion;
- d) He exercises independent judgement and has the ability to act in the best interest of the Company;
- e) He had continued to exercise his independence and due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders;
- f) He has actively participated in the Board's deliberations, provided objective and independent opinion to the Board.