



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Ninetieth Annual General Meeting of the Company will be held at George Kent Technology Centre, 1115 Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Thursday, 25th June 2015 at 12:00 noon for the following purposes:-

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 January 2015 and the Directors' and Auditors' Reports thereon. (Please refer to Note A.)
- To re-elect Mr Ooi Teng Chew who retires by rotation as a Director pursuant to Article 83 of the Articles of Association and being eligible, has offered himself for re-election. (Resolution 1)
- To approve a resolution that pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ahmad Khairummuzammil Bin Mohd Yusoff, who is over the age of seventy, be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting. (Resolution 2)
- To approve a resolution that pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Seri Dr Ting Chew Peh, who is over the age of seventy, be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting. (Resolution 3)
- To approve the payment of Directors' Fee of RM150,000 for the financial year ended 31 January 2015. (FY2014: RM150,000) (Resolution 4)
- To appoint Messrs Deloitte as Auditors of the Company in place of the retiring Auditors, Messrs Deloitte & Touche and to authorise the Directors to fix their remuneration. (Resolution 5)

Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, has been received by the Company for the nomination of Messrs Deloitte, who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs Deloitte & Touche (a copy of which is annexed hereto and marked as "Appendix I") and of the intention to propose the following Ordinary Resolution:-

#### Appointment of Auditors

"THAT Messrs Deloitte be and are hereby appointed as Auditors of the Company for the financial year ended 31 January 2016 in place of the retiring Auditors, Messrs Deloitte & Touche and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

### SPECIAL BUSINESS

To consider and if thought fit, pass with or without modifications the following as Ordinary Resolutions:-

- ORDINARY RESOLUTION**  
**Retention of Independent Non-Executive Director (Resolution 6)** (Resolution 6)  
"THAT subject to passing of Ordinary Resolution 2, approval be and is hereby given to Dato' Ahmad Khairummuzammil Bin Mohd Yusoff, who had served as an Independent Non-Executive Director of the Company for a cumulative term of nine years, to continue to act as Independent Non-Executive Director."
- ORDINARY RESOLUTION**  
**Authority To Allot And Issue Shares In General Pursuant To Section 132D Of The Companies Act, 1965 (Resolution 7)** (Resolution 7)  
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the 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 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 from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of which due notice shall have been given.

By Order Of The Board.

**Teh Yong Fah**

Group Secretary (MACS00400)

KUALA LUMPUR

3rd June 2015

### Notes:-

- This Agenda item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.
- A member entitled to attend and vote at the meeting of the Company is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote instead of the member. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a holder 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.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 11th Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

### Explanatory Notes on Special Business

#### 1. Resolution 6 - Retention of Independent Non-Executive Director

Dato' Ahmad Khairummuzammil Bin Mohd Yusoff has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years. In line with the Malaysian Code on Corporate Governance 2012, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Dato' Ahmad Khairummuzammil Bin Mohd Yusoff should continue to act as an Independent Non-Executive Director of the Company based on the following justification:-

- He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements,
- He has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole,
- He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries,
- He remains to be objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company,
- He had exercised due care during his tenure as an Independent Non-Executive Director and as Chairman of the Audit Committee and Nominating Committee and had carried out his professional duties in the interest of the Company and its shareholders.

#### 2. Ordinary Resolution 7 - Authority to Allot and Issue Shares in general pursuant to Section 132D of The Companies Act, 1965

The proposed Ordinary Resolution if passed will empower the Directors to issue shares of the Company up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting ("AGM") of the Company.

The Company has not issued any new shares under this general authority which was approved at the last AGM held on 17 July 2014 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed resolution 7. The renewed mandate is to provide flexibility to the Company for any possible future fund raising activities including but not limited to placement of shares for purposes of funding future investments, working capital and/or acquisition.