

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura @ Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 30 June 2015 at 11.00 a.m. for the following purposes:

AGENDA

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| 1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2015. | Please refer to Note 1 |
| 2. To approve payment of a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2015. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who retire by rotation pursuant to Article 109 of the Articles of Association of the Company and being eligible, offer themselves for re-election:
(i) Tan Sri Dato' Seri Shahril bin Shamsuddin
(ii) Encik Md. Shah bin Hussin | Ordinary Resolution 2
Ordinary Resolution 3 |
| 4. To reappoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965 and being eligible, offer themselves for reappointment until the conclusion of the next Annual General Meeting:
(i) Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir
(ii) Dato' Azlan bin Hashim | Special Resolution 1
Special Resolution 2 |
| 5. To reappoint Datuk Kisai bin Rahmat as an Independent Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting. | Ordinary Resolution 4 |
| 6. To reappoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |
| 7. DIRECTORS' FEES
To approve the Directors' fees for the financial year ended 31 January 2015. | Ordinary Resolution 6 |
| 8. AUTHORITY FOR DIRECTORS TO ISSUE SHARES UNDER SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia), the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purpose 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 ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance and that the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | Ordinary Resolution 7
Please refer to Note 6 |

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2015, if approved by the shareholders at the 39th Annual General Meeting, will be payable on 11 August 2015 to Depositors registered in the Record of Depositors at the close of business on 27 July 2015.

A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 27 July 2015 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

LIYANA LEE BINTI ABDULLAH
(MIA 10293)

Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan
8 June 2015

NOTES:

1. Audited Financial Statements

This Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the Audited Financial Statements need not be approved by the shareholders and hence, the matter will not be put forward for voting.

2. Proxy Forms

A member whose name appears in the Record of Depositors of the Company as at 19 June 2015 shall be entitled to attend, speak and vote at this Meeting. A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote on a show of hands or on a poll in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation as to the qualification of the proxy.

Where a member is an authorised nominee (as defined under the Securities Industry (Central Depositories) Act 1991), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporate member, shall be either under its Common Seal or signed by its attorney or an officer of the corporation duly authorised.

The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 2 & 4, Jalan P/11, Seksyen 10, Kawasan Perindustrian Bangi, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, not less than forty eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

3. Corporate Representative

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend this Meeting pursuant to Sections 147(3) and (4) of the Companies Act, 1965. For this purpose and pursuant to Section 147(5) of the Companies Act, 1965, the corporate member shall provide a certificate under its common seal as prima facie evidence of appointment of the corporate representative. The corporate member may submit the certificate to the Registered Office of the Company prior to the commencement of this Meeting.

4. Proposed Reappointment of Independent Director

Datuk Kisai bin Rahmat's cumulative 9 years term limit as Independent Director shall be due on 18 October 2015. The proposed Ordinary Resolution 4, if passed, will allow him to be retained and to continue acting as an Independent Director of the Company in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting. Details of the Board's justification and recommendation for the retention of Datuk Kisai bin Rahmat as an Independent Director are set out in the Corporate Governance Statement on page 35 of the Annual Report 2015.

5. Directors' Fees

The Directors' fees for the financial year ended 31 January 2015 amounted to RM265,000.

6. Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965

Subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Ordinary Resolution 7 is for the purpose of granting a renewed mandate and if passed, would enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed Mandate will enable Directors to take swift action in case of a need for corporate exercises or fund raising activities or in the event business opportunities arise which involve issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. Proceeds raised from the corporate exercises or fund raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.

As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 18 June 2014 which will lapse at the conclusion of the Annual General Meeting.

STATEMENT ACCOMPANYING NOTICE OF THE 39TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. The Directors retiring by rotation and standing for re-election pursuant to Article 109 of the Company's Articles of Association are:
(i) Tan Sri Dato' Seri Shahril bin Shamsuddin
(ii) Encik Md. Shah bin Hussin
2. The Directors retiring and standing for reappointment in accordance with Section 129(6) of the Companies Act, 1965 are:
(i) Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir
(ii) Dato' Azlan bin Hashim
3. The Director standing for reappointment in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 is Datuk Kisai bin Rahmat.
4. Details of the above Directors who are standing for re-election and reappointment are provided for in the "Directors' Profile" on pages 14 to 18 of the Annual Report 2015. Details of their interests in the securities of the Company are set out in the "Analysis of Shareholdings" on page 110 of the Annual Report 2015.