

**NOTICE OF 12TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Monday, 14 September 2015 at 10.00am for the following purposes:

**AGENDA****AS ORDINARY BUSINESS:**

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| 1. | To receive and adopt the Audited Financial Statements for the financial period from 1 January 2014 to 31 March 2015 together with the Reports of the Directors and Auditors thereon. | <b>Resolution 1</b> |
| 2. | To approve the payment of Directors' fees amounting to RM345,625 for the financial period from 1 January 2014 to 31 March 2015.  | <b>Resolution 2</b> |
| 3. | To re-elect Yong Kar Seng Peter who retires pursuant to Article 70 of the Company's Articles of Association and being eligible, has offered himself for re-election.                 | <b>Resolution 3</b> |
| 4. | To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Resolution 4</b> |

**AS SPECIAL BUSINESS:**

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| 5. | To consider and if thought fit, pass the following resolution as an Ordinary Resolution: |  |
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**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965****Resolution 5**

"THAT subject always to the Companies Act, 1965 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any 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 shares issued pursuant to this resolution does not exceed 10% of the issued 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 and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

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| 6. | To consider and if thought fit, pass the following resolution as an Ordinary Resolution: |  |
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**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE****Resolution 6**

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in Section 2.3 of the Circular to Shareholders dated 18 August 2015 subject to the following:

- i) the transactions are of a revenue or trading in nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the shareholders' mandate."

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| 7. | To transact any other business of which due notice shall have been given. |  |
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By Order of the Board

LIM SHOOK NYEE [MAICSA No. 7007640]

Company Secretary

Kuala Lumpur

18 August 2015

**NOTES:**

- i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, Section 149(1)(b) of the Companies Act, 1965 shall not be applicable. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- ii) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
- iii) A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
- iv) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- v) Only members whose names appear in the Record of Depositors on 8 September 2015 shall be entitled to attend, speak and vote at the Annual General Meeting.
- vi) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

**NOTES ON SPECIAL BUSINESS:**

- i) **Resolution pursuant to Section 132D of the Companies Act, 1965**  
For Resolution 5, further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 12th AGM.
- ii) **Resolution pertaining to the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
For Resolution 6, further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 18 August 2015 which is dispatched together with the Company's Annual Report 2015.