



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be convened and held at Hang Li Po Room, The Mines Wellness Hotel, Jalan Dulang, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 27 October 2015 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the Directors' and Auditors' Reports thereon. **Please refer to Note 1 of the Explanatory Notes**
- To approve the Directors' Fees for the financial year ended 30 April 2015 and the payment thereof. **Ordinary Resolution 1**
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-
"THAT Datuk Tan Kwe Hee, who retires pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 2
- To re-elect the following Directors who are retiring under Article 93.1 of the Articles of Association of the Company:-
(i) Mr Koh Chee Mian **Ordinary Resolution 3**
(ii) Mr Lim Pei Tiam @ Liam Ahat Kiat **Ordinary Resolution 4**
(iii) Dato' Yeow Wah Chin **Ordinary Resolution 5**
- To re-appoint Messrs Ong & Wong as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

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

- Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."
Ordinary Resolution 7

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

CHAN YOKE PENG (MAICSA 7053966)

Secretaries

Selangor Darul Ehsan

Date: 29 September 2015

NOTES

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, must be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 October 2015 (General Meeting Record of Depositors) shall be eligible to attend, speak and/or vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on his behalf.

Explanatory Notes:

(1) To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

(2) To re-appoint the Director over Seventy (70) years of age

This proposed resolution is in accordance with Section 129(6) of the Companies Act, 1965 and if passed, Datuk Tan Kwe Hee, who is over seventy (70) years of age, will be re-appointed as Director of the Company and will hold office until the conclusion of the next Annual General Meeting.

(3) Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Company had, during its Eighteenth Annual General Meeting ("AGM") held on 28 October 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 7 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company (other than bonus or rights issue) for purpose of funding the working capital and future investment of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.