



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at Greens II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 27 October 2015 at 9:00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve the payment of Directors' fees for the financial year ended 30 April 2015. *(Resolution 1)*
- To re-elect the following Directors of the Company who retire by rotation pursuant to Article 83 of the Company's Articles of Association:-
 - Dato' Tey Por Yee *(Resolution 2)*
 - Mr. See Poh Yee *(Resolution 3)*
- To re-elect Dato' Sri Wira Ayub bin Haji Yaakob, the Director who retires pursuant to Article 90 of the Company's Articles of Association. *(Resolution 4)*
- To re-appoint Messrs. CHI-LLTC as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Resolution 5)*

As Special Business

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

ORDINARY RESOLUTION 1

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/ regulatory bodies, where such approval is required, authority be and is hereby given to the Directors pursuant to Section 132D of the Act to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements, options or other instruments to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements, options or other instruments which would or might require shares to be issued after the expiration of the approval hereof. *(Resolution 6)*

ORDINARY RESOLUTION 2

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

THAT subject always to the Companies Act, 1965 ("the Act"), the rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association ("M&A") and the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the approvals of all relevant governmental and/or regulatory authorities, the Company be authorised to the extent permitted by the law, to buy back such amount of ordinary shares of RM0.10 each in the Company's issued and paid-up share capital 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 deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time; and
- the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium account of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

That the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manners:-

- cancel all the purchased ordinary shares; and/or
- retain the purchased ordinary shares as treasury shares for distribution as dividend to shareholders and/ or sell on the market of Bursa Securities; and/or
- retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting of the Company.

whichever occurs first;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the aforesaid with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the M&A of the Company, the ACE LR of Bursa Securities, and all other relevant governmental and/or regulatory authorities. *(Resolution 7)*

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
MAK CHOOI PENG (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
30 September 2015

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 October 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy 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)(a)(b)(c) and (d) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- 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.
- 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 an officer or attorney duly authorised.
- 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, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

Explanatory Notes:-

1. Item 1 of the Agenda

The Agenda item 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 Agenda item is not put forward for voting.

2. Resolution 6

The Ordinary Resolution 1 is proposed for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approval of all the relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement, option or other instrument made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) and/or working capital and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Tenth Annual General Meeting held on 27 October 2014, which will lapse at the conclusion of the Eleventh Annual General Meeting. Hence, no proceeds were raised therefrom.

3. Resolution 7

The proposed adoption of Ordinary Resolution 2, if passed, is to renew the authority granted by the shareholders of the Company at the Tenth Annual General Meeting held on 27 October 2014. The proposed renewal of the general mandate will empower the Directors to purchase the Company's shares up to 10% of the issued and paid-up capital of the Company by utilising the retained profits and/or the share premium accounts of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next Annual General Meeting.