

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of the Company will be held at Bamboo Room, Scope Manufacturers (M) Sdn. Bhd., Lot 6181 Jalan Perusahaan 2, Kawasan Perindustrian Parit Buntar, 34200 Parit Buntar, Perak on Tuesday, 24 November 2015 at 10:00 am for the following purposes:-

AGENDA

AS ORDINARY BUSINESS :

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM82,000 for the financial year ended 30 June 2015.
3. To approve the payment of Directors' fees of RM120,000 for the financial year ending 30 June 2016.
4. To re-elect Mr Yong Loong Chen as a Director who retires in accordance with Article 127 of the Company's Articles of Association.
5. To pass the following resolution pursuant to Section 129 of the Companies Act, 1965 as ordinary resolution:
"THAT Mr Chew Kong Yoon who is over the age of seventy years and retiring in accordance with Section 129 of the Companies Act, 1965, be hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
6. To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

AS SPECIAL BUSINESS :

7. To consider and if thought fit, to pass with or without modifications the following resolutions:-

(i) ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES

"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such 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 in any one financial year 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."

Resolution 6

(ii) ORDINARY RESOLUTION

PROPOSED RETIREMENT GRATUITY PAYMENT TO DATO' PHILIP CHAN HON KEONG

"That approval be and is hereby given for the Company to make a retirement gratuity payment of RM99,000.00 to Dato' Philip Chan Hon Keong, the former independent non-executive chairman of the Company in recognition and appreciation of his long service and contribution to the Company. And that authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary and/or desirable to give full effect to this resolution."

Resolution 7

8. To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
Company Secretaries

Penang

Date : 30 October 2015

Notes :

1. 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.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 77 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 18 November 2015 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

Explanatory Note on Ordinary Business

Resolution 2 - Payment of Directors' fees

Resolution 2 is to facilitate payment of Directors' fees on current financial year basis, calculated based on the number of scheduled Board and committee meetings for financial year 2016 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (eg. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Explanatory Notes on Special Business

Resolution 6 - Authority to issue shares

The Ordinary Resolution proposed under item 7(i) above, if passed, primarily to renew the mandate to give authority to the Board of Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, 50,000,000 ordinary shares of RM0.10 each were issued at an issue price of RM0.16 per share (via private placement) pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Twelfth Annual General Meeting held on 18 November 2014 and which will lapse at the conclusion of the Thirteenth Annual General Meeting to be held on 24 November 2015. The status of utilisation of the proceeds raised of RM8,000,000 as at the date of Notice of meeting is as follows:

Description	Proposed Utilisation RM	Actual Utilisation RM	Balance to be Utilised RM
1. Working capital and/or development of the oil palm plantation and manufacturing businesses	7,910,000	4,270,000	3,640,000
2. Expenses in relation to the Private Placement	90,000	64,046	*25,954
TOTAL	8,000,000	4,334,046	3,665,954

* The unutilised balance of RM25,954 will be adjusted to working capital category.

A renewal of this authority is being sought at the Thirteenth Annual General Meeting under proposed Resolution 6.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Resolution 7 - Proposed Retirement Gratuity Payment to Dato' Philip Chan Hon Keong

The Ordinary Resolution proposed under item 7(ii) above, if passed, will give approval to the Company to make payment of retirement gratuity amounting to RM99,000 to Dato' Philip Chan Hon Keong, the former independent non-executive chairman of the Company in recognition and appreciation of his long service and contribution to the Company.