



**NOTICE OF THE FOURTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourth Annual General Meeting of the Company will be held at Selangor 1, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on 15 December 2015 at 10.00 a.m. for the following business:

**AGENDA**

**Resolution No.**

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Directors' and Auditors' Reports thereon. 1
2. To re-elect the following Directors retiring in accordance with Article 77 of the Company's Articles of Association: 2
  - (i) Datuk Seri Panglima (Dr.) Goh Tian Chuan, JP
  - (ii) Mr. Ooi Boon Pin
3. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965: 3  
 "THAT Tuan Haji Ash'ari Bin Ayub, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the next annual general meeting."
4. To appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. 4
5. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: 5

**ORDINARY RESOLUTION – AUTHORITY TO ISSUE SHARES**

"THAT subject always to the Companies Act, 1965 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 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 in force until the conclusion of the next Annual General Meeting of the Company."

**ORDINARY RESOLUTION**

**– PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH ATMEL CORPORATION**

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders dated 18 November 2015 with Atmel Corporation, provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders; AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution;

AND THAT such approval shall continue to be in force until the earlier of:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Atmel Corporation is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) is revoked or varied by resolution passed by the shareholders of the Company in general meeting."

6. To transact any other business for which due notice shall have been given.

**BY ORDER OF THE BOARD**

Seow Fei San  
Law Mee Poo  
Leong Lup Yan  
Secretaries  
Petaling Jaya  
18 November 2015

**Notes:**

**(i) Proxy**

1. Only depositors whose names appear in the Record of Depositors as at 8 December 2015 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting ("Meeting").
2. A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. 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 proxy.
3. A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting.
4. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Share Registrar's Office at Tricor Investor Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
7. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
8. 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.

**(ii) Explanatory Notes on Special Business**

- Ordinary Resolution No. 5  
 The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.  
 As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Third Annual General Meeting held on 15 December 2014 and which will lapse at the conclusion of the Fourth Annual General Meeting. The authority 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 and/or acquisitions.
- Ordinary Resolution No. 6  
 The proposed Ordinary Resolution 6, if passed, will allow the Group to enter into Recurrent Transactions pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Transactions is set out in the Circular to Shareholders dated 18 November 2015, which is despatched together with the Company's Annual Report 2015.