

## Notice of Fourteenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting (“AGM”) of the Company will be held at Hall 1, Level 3, The Northam All Suite Hotel Penang, No. 55 Jalan Sultan Ahmad Shah, 10050 Penang on Friday, 18 December 2015 at 11.30 am for the following purposes: -

### AGENDA

#### AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 and Reports of the Directors and Auditors thereon.   | <b>Explanatory Note 1</b>                                    |
| 2. To receive the Audited Financial Statements for the 18-month financial period ended 30 June 2015 and Reports of the Directors and Auditors thereon.  | <b>Explanatory Note 2</b>                                    |
| 3. To re-elect Dato’ Tan Sek Yin who retires pursuant to Article 133 of the Company’s Articles of Association.  | <b>Ordinary Resolution 1</b>                                 |
| 4. To re-elect the following directors who retire pursuant to Article 138 of the Company’s Articles of Association:<br>(a) Encik Khairul Idham Ismail<br>(b) Mr Julian Foo Kuan Lin   | <b>Ordinary Resolution 2</b><br><b>Ordinary Resolution 3</b> |
| 5. To approve Directors’ fees of RM120,987 for the 18-month financial period ended 30 June 2015.  | <b>Ordinary Resolution 4</b>                                 |
| 6. To appoint Messrs UHY to act as Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly Monteiro Heng, to hold office until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. | <b>Ordinary Resolution 5</b>                                 |

Notice of Nomination from a shareholder given pursuant to Section 172(11) of the Companies Act, 1965 (“the Act”) for the nomination of Messrs UHY for appointment as Auditors in place of the retiring Auditors, Messrs Baker Tilly Monteiro Heng, referred to as “Appendix I” is annexed in the Annual Report 2015.

#### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution with or without modification:

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| 7. <b>AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b><br>“THAT pursuant to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and subject to the approval of all the relevant government and/or regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors 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 (“Bursa Securities”) AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.” | <b>Ordinary Resolution 6</b> |
| 8. To transact any other business of which due notice shall have been given.   |                              |

By Order of the Board

**Ong Tze-En** (MAICSA 7026537)  
Company Secretary  
Penang, 26 November 2015

**Notes:**

**Appointment of Proxy**

1. A Member may appoint two (2) proxies to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restrictions as to the qualification of the proxy. If a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. Only one (1) of these proxies is entitled to vote on a show of hands.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint up to 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.
3. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at the Company’s Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only a depositor whose name appear on the Record of Depositors (“ROD”) as at 11 December 2015 (General Meeting Record of Depositors) shall be entitled to attend the meeting or appoint proxy to attend and/or vote in his/her behalf.

**Explanatory Notes:**

1. Agenda item No. 1 refers to the audited financial statements for financial year ended 31 December 2013 re-issued pursuant to the directive under Section 354(1)(a) of the Capital Markets and Services Act 2007 read together with Regulation 4(1) of the Securities Industry Regulations 1999 issued by the Securities Commission and does not require a formal approval of shareholders of the Company. Therefore, this item is not put forward for voting.
2. Agenda item No. 2 is meant for discussion only as Section 169(1) of the Act does not require a formal approval of shareholders of the Company and therefore, this item is not put forward for voting.
3. The proposed Ordinary Resolution 5, is to appoint Messrs UHY in place of Messrs Baker Tilly Monteiro Heng whose term expires at the conclusion of this Fourteenth AGM.
4. The proposed Ordinary Resolution 6, is for the purpose of granting a renewed general mandate (“General Mandate”) and if passed, will give authority to the Board of Directors to issue and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 23 June 2014 and which will lapse at the conclusion of the Fourteenth AGM.

The renewal of this General Mandate 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.

**Statement Accompanying Notice of Annual General Meeting**

(Pursuant to Paragraph 8.27(2) of the Bursa Securities Main Market Listing Requirements)

No individual is standing for election as a Director at the forthcoming Fourteenth AGM of the Company.