



NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at Kempas Room, Eastin Hotel Penang, 1 Solok Bayan Indah, Queensbay, 11900 Bayan Lepas, Penang on Friday, 8 January 2016 at 2.30 p.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 July 2015 together with the Reports of the Directors and Auditors thereon.

2. To approve the payment of Directors' fees of RM185,000.00 in respect of the financial year ended 31 July 2015.

#### Resolution 1

3. To re-elect Mr Lim Boon Hong who is retiring pursuant to Article 134 of the Company's Articles of Association.

#### Resolution 2

4. To re-elect Mr Yeoh Yeow Cheang who is retiring pursuant to Article 129 of the Company's Articles of Association.

#### Resolution 3

5. To re-appoint Messrs Grant Thornton as the Company's Auditors and to authorise the Directors to fix their remuneration.

#### Resolution 4

3. *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.*

4. *A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.*

5. *Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*

6. *If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*

7. *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 79 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 31 December 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.*

### As Special Business:

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

6. **Continuing in office as independent non-executive director**

"THAT, authority be and is hereby given to Encik Saffie Bin Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."

#### Resolution 5

7. **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 ("Bursa Securities") 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

8. To transact any other business of which due notices shall have been given.

### Explanatory Note on Ordinary Business:

#### Agenda 1

The Agenda 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 of the Company and hence, Agenda 1 is not put forward for voting.

### Explanatory Notes on Special Business:

**Resolution 5 - Continuing in office as independent non-executive director**

The Resolution 5, if passed, will allow Encik Saffie Bin Bakar, the Independent Non-Executive Director to be retained and continue to act as independent director to fulfill the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysia Code of Corporate Governance 2012. The details of justification are set out in the Company's 2015 Annual Report.

**Resolution 6 - Authority to directors to issue shares**

The Resolution 6, if passed, will give the Directors of the Company authority to issue 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. 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.

The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Thirteenth Annual General Meeting held on 16 January 2015 and which will lapse at the conclusion of the Fourteenth Annual General Meeting to be held on 8 January 2016. A renewal of this authority is being sought at the Fourteenth 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 facilities.

By Order of the Board,

**CHEE WAI HONG** (BC/C/1470)

**FOO LI LING** (MAICSA 7019557)

Company Secretaries

Penang

Date: 15 December 2015

Notes:

1. *A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Companies Commission of Malaysia and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*

2. *Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) 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 its holds.*

*An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.*

### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.