

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at The View Room (11th Floor), The Royale Bintang Damansara, 6, Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan on Monday, 29th February 2016 at 9.00 a.m. for the following purposes: -

1. To receive the Audited Financial Statements of the Company for the year ended 31st August 2015 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring in accordance with Article 77 of the Company's Articles of Association.
 - a) Datuk John Maluda @ Wanji **(Resolution 2)**
 - b) Mr. Wong Wee Kean **(Resolution 3)**
3. To accept the retirement of Messrs T.H. Kuan as Auditors of the Company and in place thereof, to appoint Messrs Ecovis AHL as Auditors of the Company for the financial year ending 31 August 2016 until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration. **(Resolution 4)**

Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965, as set out in Appendix I on page 5 of the Annual Report 2015 has been received by the Company for the nomination of Messrs Ecovis AHL for the appointment as Auditors in place of the retiring Auditors, Messrs T.H. Kuan

AS SPECIAL BUSINESS: -

To consider and if thought fit, to pass the following Ordinary Resolution: -

4. **Authority to Continue in Office as an Independent Non-Executive Director** **(Resolution 5)**
 "That subject to passing of Resolution 3, authority be and is hereby given to Mr. Wong Wee Kean who has served as an Independent Non-Executive Director of the Company to continue to serve as Independent Non-Executive Director of the Company upon expiry of his tenure of nine years as Independent Non-Executive Director on 22nd August 2016 in accordance with the Malaysian Code on Corporate Governance 2012."
5. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.** **(Resolution 6)**
 "THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, where required, the Directors be and are hereby authorized to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and 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 shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;
 AND FURTHER THAT the Directors of the Company whether solely or jointly, be authorized to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."
6. To transact any other ordinary business of the Company for which due notice shall have been given.

By Order of the Board

MOHD ZAKIE BIN SOAD
(LS 0008268)

Company Secretary
28th January 2016
Selangor Darul Ehsan

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member may appoint not more than two (2) proxies to attend and vote at the meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if such appointer is a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorized.
5. The instrument appointing the proxy must be deposited at the Registered Office of the Company at Unit 1119, 11th Floor, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

Explanatory Notes for the Special Business: -

6. **Resolution No.5 – Authority to Continue in Office as an Independent Non-Executive Director of the Company**
 Mr. Wong Wee Kean is an Independent Non-Executive Director of the Company who has served on the Board since 23rd August 2007. In accordance with the Malaysian Code on Corporate Governance 2012 (Code), the tenure of an Independent director should not exceed a cumulative term of nine years. His terms of office as an Independent Non-Executive Director will be 9 years cumulatively by 22nd August 2016. It is thus appropriate for the Company to recommend such retention upon expiry of his tenure of nine years as Independent Non-Executive Director at this forthcoming Annual General Meeting. After having assessed the independence of Mr. Wong Wee Kean and also the assessment by the Nominating Committee, regards him to be independent based amongst other, he has remained objective and independent in exercising his judgment when a matter is put before him for decision, he also has the experience to make informed decision and participate actively and contribute positively during deliberations or discussion at Board Meeting. To that, the Board with the recommendation of the Nominating Committee, recommend Mr. Wong Wee Kean to continue to serve as Independent Non-Executive Director of the Company.
7. **The proposed Resolution No. 6, is seek a renewal of the general mandate for the directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% the total issued capital of the Company for the time being for such purpose as the Directors consider would be in the best interests of the Company. 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 notice of meeting, no share has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing shares for the purpose of funding future investment, working capital and/or acquisition.

8 Statements Accompanying the Notice of Annual General Meeting

Pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities, the Notice convening an Annual General Meeting is to be accompanied by a statement furnishing details of individuals who are standing for election as directors. This requirement excludes directors who are standing for re-election.

No individual is standing for election as a Director at the 16th Annual General Meeting of the Company