

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of the Company will be held at Ballroom Level 1, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday 5th May 2016 at 11.00 a.m. for the following purposes:-

1. To receive the audited Financial Statements for the financial year ended 31st December 2015 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of RM203,000 for the financial year ended 31 December 2015 (2014: RM190,500.00). **(Resolution 2)**
3. To re-elect the following Director who retire by rotation pursuant to Article 86 of the Company's Articles of Association:-
 - 3.1 Ms Fang Siew Yee; **(Resolution 3)**
 - 3.2 Encik Mohd Zaki bin Hamzah; and **(Resolution 4)**
 - 3.3 Mr Khoo Wee Boon. **(Resolution 5)**
4. To consider and if thought fit, pass the following Resolutions in accordance with Section 129(6) of the Companies Act 1965:-
 - 4.1 "That Mr. Tan Chon Sing @ Tan Kim Tieng, retiring pursuant to Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 6)**
 - 4.2 "That Mr Fong Chu King @ Tong Chu King, retiring pursuant to Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 7)**
5. To re-appoint Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 8)**
6. As special business, to consider and if thought fit, to pass the following resolutions with or without modifications:
 - 6.1 **Ordinary Resolution,**
Authority to Directors to Allot and Issue Shares Pursuant to Section 132 D of the Companies Act 1965 **(Resolution 9)**

"That subject to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132 D of the Companies Act 1965 to allot and issue new ordinary shares of RM0.20 in the Company at any time and upon such terms and conditions and for such purposes as the Directors, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year 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 for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
 - 6.2 **Ordinary Resolution**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") **(Resolution 10)**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.4 of the Circular To Shareholders dated 12 April 2016 ("the Circular") subject further to the following:-

 - (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business on normal commercial terms and on terms not more favorable to the related parties than those generally available to the public and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment to the minority shareholders of the Company; and

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(ii) the disclosure of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to this shareholders' mandate during the financial year of the Company is made in the annual report by providing a breakdown of the aggregate value of the Recurrent Related Party Transactions, amongst others, based on the following information:-

- (a) the type of Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of Recurrent Related Party Transactions made and their relationships with the Company and its subsidiaries.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the said Annual General Meeting, the authority is renewed;
- (b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoke or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company (or any of them) to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and / or authorised by the Ordinary Resolution.

AND THAT, the estimates given of the Recurrent Related Transactions specified in Section 2.4 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorized to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.4 of the Circular."

6.3 Ordinary Resolution

Proposed Renewal of Authority for the Company to purchase its own shares

(Resolution 11)

"THAT, subject always to the Companies Act, 1965 ("Act"), the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements ("Listing Requirements") of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized to the fullest extent permitted by law, to buy-back and/or hold from time to time and at any time such amount of ordinary shares of RM0.20 each in the Company as may be determined by the Board of Directors from time to time as they deem fit and expedient in the best interests of the Company ("the Proposed Share Buy-Back") provided that:-

- (i) The aggregate number of Shares bought back and/or held does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company subject to the restrictions that the issued and paid up capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (ii) The maximum funds to be allocated for the buy-back of the Company's own shares shall not exceed the total retained profits and the share premium account of the Company;
- (iii) As prescribed by the act, rules, regulations and orders pursuant to the act and the requirements of Bursa Securities and any other relevant authority for the time being in force; and

THAT upon completion of the buy-back of the Company of its own Shares, the Directors of the Company are authorised to deal with the shares so bought back in any of the following manner:-

- (i) the shares so purchased may be cancelled; and/or
- (ii) the shares so purchased may be retained as treasury shares and held by the Company or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder;

and the treasury shares may be distributed as dividends to the shareholders of the Company and/or resold on the market of Bursa Malaysia Securities Berhad and/or subsequently cancelled; and/or any combination of the three and in any other manner;

The approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions, or the expiration of the period within which the next annual general meeting after that date is required by law to be held, or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy Back (including without limitation, the appointment of stockbroking firm and the opening and maintenance of a Central Depository Account designated as a Share Buy-Back Account) with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental / regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 1965, the provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad and all other relevant governmental / regulatory authorities.

6.4 Ordinary Resolution

To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012 **(Resolution 12)**

"That Mr Chew Eng Chai who has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2002 be and is hereby retained as an Independent Non-Executive Director of the Company."

6.5 Ordinary Resolution

To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012 **(Resolution 13)**

"That subject to the passing of the above resolution 4, Mr Tan Chon Sing @ Tan Kim Tieng who has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2012 be and is hereby retained as an Independent Non-Executive Director of the Company."

6.6 Ordinary Resolution

To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012 **(Resolution 14)**

"That Mr Khoo Wee Boon who has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 27 September 2004 be and is hereby retained as an Independent Non-Executive Director of the Company."

6.7 Ordinary Resolution

To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012 **(Resolution 15)**

"That Encik Mohd Zaki Bin Hamzah who served the Board as the Independent Non-Executive Director of the Company for more than nine (9) years since 9 January 2007 be and is hereby retained as an Independent Non-Executive Director of the Company."

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6.8 Special Resolution 1

Proposed Amendments to Articles of Association of the Company

THAT Article 140 of the Articles of Association of the Company be deleted in its entirety and to be substituted with a new Article 140 be hereby approved:-

Article No.	Existing Articles	Amended Articles
140	<p>The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of annual reports relating to it shall not exceed six (6) months.</p> <p>The annual audited financial statements together with the auditors' and directors' reports shall, in any case, be given to the Exchange for public release, within a period of not exceeding four (4) months from the close of the financial year of the Company unless the annual report is issued within a period of four (4) months from the close of the financial year of the Company</p> <p>A copy of the annual report, either in printed form or in CD-ROM form or in such other form of electronic media, shall not more than six (6) months after the close of the financial year and not less than twenty one (21) days before the date of the meeting be sent to every Member of and every holder of debenture of, the Company and to every other person who is entitled to receive noticed from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. The required number of copies of each of these documents shall at the same time be sent to the Exchange.</p> <p>In the event that these documents are sent in CD-ROM form or such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market days from the date of receipt of the Member's request.</p>	<p>The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of annual reports and the annual audited financial statements, the directors and auditors reports relating to it shall not exceed four (4) months.</p> <p>A copy of the annual report, either in printed form or in CD-ROM form or in such other form of electronic media, shall not more than four (4) months after the close of the financial year and not less than twenty one (21) days before the date of the meeting be sent to every Member of and every holder of debenture of, the Company and to every other person who is entitled to receive noticed from the Company under the provisions of the Act or of these Articles.</p> <p>Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. The required number of copies of each of these documents shall at the same time be sent to the Exchange.</p> <p>In the event that these documents are sent in CD-ROM form or such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market days from the date of receipt of the Member's request.</p>

7. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

NG BEE LIAN (MAICSA 7041392)
Company Secretary

Kuala Lumpur
Date: 12 April 2016

EXPLANATORY NOTES TO SPECIAL BUSINESS:-

1. Resolution 9

Authority to Directors to Allot and Issue Shares Pursuant to Section 132 D of the Companies Act 1965

The proposed resolution 9, if passed, is to empower the Directors to issue up to a maximum of ten (10) per centum of the total paid up share capital of the Company for the time being without convening a general meeting for such purposes as the Directors would be in the interest of the Company. This renewed authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting. No shares had been issued by the Company since obtaining the authority from its shareholders at the last Annual General Meeting held on 5 May 2015. The renewal of the general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition.

2. Resolution 10

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

For further information on proposed resolution 10, please refer to the Circular To Shareholders dated 12 April 2016 accompanying the Company's Annual Report for the financial year ended 31 December 2015.

3. Resolution 11

Proposed Renewal of Authority for the Company to purchase its own shares

The proposed resolution 11, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued and paid up share capital of the Company.

4. Resolution 12

To Retain the designation of Mr. Chew Eng Chai as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Mr. Chew Eng Chai has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2002. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:-

- (i) He has fulfilled the criteria under the definition of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- (iii) He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- (iv) His vast experience in finance and manufacturing industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (v) He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- (vi) He has exercised his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

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5. Resolution 13

To Retain the designation of Mr Tan Chon Sing @ Tan Kim Tieng as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Mr Tan Chon Sing @ Tan Kim Tieng has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2002. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:-

- (i) His vast experience in finance and manufacturing industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (ii) He has fulfilled the criteria under the definition of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (iii) He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- (iv) He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- (v) His vast experience in finance and manufacturing industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (vi) He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- (vii) He has exercised his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

6. Resolution 14

To Retain the designation of Mr. Khoo Wee Boon as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Mr Khoo Wee Boon has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 27 September 2004. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:

- (i) He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- (ii) He has fulfilled the criteria under the definition of Independent Non-Executive Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (iii) He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- (iv) His vast experience in the securities market would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (v) He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- (vi) He has exercise his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

7. Resolution 15

To Retain the designation of Encik Mohd Zaki Bin Hamzah as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Encik Mohd Zaki Bin Hamzah has served the Board as the Independent Non-Executive Director of the Company for more than nine (9) years since 9 January 2007. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:

- (i) He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- (ii) He has fulfilled the criteria under the definition of Independent Non-Executive Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (iii) He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- (iv) His vast experience in the securities market would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (v) He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- (vi) He has exercise his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

8. Resolution 16 (Special Resolution)

Proposed Amendment to Articles of Association of the Company

The proposed amendment is to amend Article 140 to reflect the changes in Listing Requirement of Bursa Malaysia Securities Berhad that the interval between the financial year end of the Company and submission of the Company's annual report has been shortened from 5 months to 4 months.

NOTES :-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the registered office of the Company at AL 308, Lot 590 & Lot 4196, Jalan Industri, U19, Kampung Baru Sungai Buloh, 40160 Shah Alam, Selangor D.E. not less than 48 hours before the time for holding the meeting. Provided that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his /their proxy, PROVIDED Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
5. For the purpose of determining a member who shall entitled to attend the Fourteenth Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositor as at 28 April 2016. Only depositors whose names appear in the Record of Depositors as at 28 April 2016 shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.
6. 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 in respect with 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 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 nominees may appoint in respect of each omnibus account it holds.