



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Fourth (54th) Annual General Meeting of the Company will be held at Banyan Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 12 May 2016 at 10:00 a.m. for the following purposes:

### AGENDA

#### Ordinary Businesses

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the Directors who retire in accordance with Article 94 of the Articles of Association of the Company:
  - (a) Tuan Syed Omar bin Syed Abdullah *(Ordinary Resolution 1)*
  - (b) Mr. Mak Hon Weng *(Ordinary Resolution 2)*
3. To approve the payment of Directors' fees amounting to RM30,000 for the financial year ended 31 December 2015. *(Ordinary Resolution 3)*
4. To re-appoint Messrs. Ecovis AHL as Auditors and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 4)*

#### Special Businesses

5. To consider and, if thought fit, to pass the following Ordinary Resolutions:
  - **Re-Appointment of Director pursuant to Section 129 of the Companies Act, 1965** *(Ordinary Resolution 5)*

"THAT YBM Tunku Mahmood bin Tunku Mohammed D.K. PSI who is of the age of more than seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby reappointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."
  - **Retention of Independent Non-Executive Director** *(Ordinary Resolution 6)*

"THAT subject to passing of Ordinary Resolution 5, approval be and is hereby given to YBM Tunku Mahmood bin Tunku Mohammed D.K. PSI 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 in accordance with the Malaysian Code on Corporate Governance 2012."
  - **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** *(Ordinary Resolution 7)*

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and to issue shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued 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 for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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

### BY ORDER OF THE BOARD

LIM SIEW TING (MAICSA 7029466)

Company Secretary

Kuala Lumpur

20 April 2016

### Explanatory Notes to Special Businesses

- (i) Re-Appointment of Director pursuant to Section 129 of the Companies Act, 1965** *(Resolution 5)*

The re-appointment of YBM Tunku Mahmood bin Tunku Mohammed D.K. PSI, a person of the age of more than seventy years, as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the Proposed Resolution is passed by a majority of not less than three-fourth (3/4) of such members as being entitled so to do to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.
- (ii) Retention of Independent Non-Executive Director** *(Resolution 6)*

The Nomination Committee has assessed the independence of YBM Tunku Mahmood bin Tunku Mohammed D.K. PSI, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
  - (a) He fulfilled the criteria under the definition of an Independent Director, as stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board;
  - (b) His years of experience as a businessman enabled him to provide the Board with a diverse set of experience, expertise and independent judgment; and
  - (c) He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposal from the Management.
- (iii) Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** *(Resolution 7)*

The Proposed Ordinary Resolution 5, if passed, will empower the Directors from the date of the Fifty-Fourth (54th) Annual General Meeting ("AGM") to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

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 AGM held on 23 April 2015 and which will lapse at the conclusion of the Fifty-Fourth AGM of the Company.

The 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.

### Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Act shall not apply to the Company.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies it may appoint in respect of each Omnibus Account.
3. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised in writing.
4. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
5. To be valid, the original Form of Proxy, must be completed and deposited at the Registered Office of the Company at Suite 2.02, Level 2, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
6. The lodging of a completed Form of Proxy will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so, however such attendance would be an automatic revocation of the proxy's authority unless an intimation in writing has been made to the Company at the registered office.
7. For the purposes of determining a member entitled to attend the meeting, the Company will request Bursa Malaysia Depository Sdn Bhd (in accordance with Article 66(b) of the Company's Articles of Association), to issue the Record of Depositors ("ROD") as at 6 May 2016 for determining the depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at the meeting. Only a depositor whose name appears on the ROD as at 6 May 2016 shall be entitled to attend the meeting.