



NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Company will be held at Kenanga Room, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, 68000 Ampang Jaya, Selangor Darul Ehsan on Friday, 20 May 2016 at 9.00 a.m. to transact the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fee.
3. To re-elect the following Directors retiring in accordance with Article 103 of the Company's Articles of Association:-
 - i) Dato' Maheran bte Mohd Salleh
 - ii) Datuk Suraj Singh Gill
4. To appoint Auditors and to authorise the Directors to determine their remuneration.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 has been received by the Company for the nomination of Messrs. SJ Grant Thornton who have given their consent to act as auditors of the Company and of the intention to propose the following resolution:-

"THAT Messrs. SJ Grant Thornton be and are hereby appointed as auditors of the Company in place of the retiring auditors, Messrs. AljeffriDean and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

5. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and under 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 per centum of the issue share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such issue and allotment."

Resolution 5

ORDINARY RESOLUTION - PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all recurrent related party transactions of a revenue or trading nature with Blue Ocean Legacy Sdn. Bhd., CP Energy & Services Sdn. Bhd. and Crystal ZVS Holdings Sdn. Bhd. as specified in Section 2.5 of Proposed Shareholders' Mandate in the Circular to Shareholders dated 27 April 2016 ("RRPTs") provided that such transactions are:

Resolution 6

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company 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) revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the RRPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

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

BY ORDER OF THE BOARD

**SEOW FEI SAN
KANG SHEW MENG**
Secretaries

Petaling Jaya

27 April 2016

NOTES:

1. Only depositors whose names appear on the Record of Depositors as at 12 May 2016 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member entitled to attend and vote at the meeting shall not be entitled to appoint more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. 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 known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory notes on Special Business:

ORDINARY RESOLUTION 5 - AUTHORITY TO ISSUE SHARES

At last year's Eleventh Annual General Meeting held on 25 June 2015, authority was given to Directors to allot and issue no more than 10% of the issued share capital of the Company. As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted, accordingly the mandate will lapse at the conclusion of the Twelfth Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority 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.

The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

ORDINARY RESOLUTION 6 - PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 27 April 2016, which is despatched together with the Company's Annual Report 2015.