



**NOTICE OF TWENTY-SECOND (22<sup>ND</sup>) ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Grand Ballroom, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor on Thursday, 19 May 2016 at 10.30 a.m. to transact the following business:-

**AGENDA**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note 2)*
2. To re-elect Mr Looi Kok Loon who retires pursuant to Article 78 of the Company's Articles of Association as a Director of the Company. **Resolution 1**
3. To re-elect Encik Mustapha Bin Mohamed who retires pursuant to Article 78 of the Company's Articles of Association as a Director of the Company. **Resolution 2**
4. To re-elect Encik Shamshin @ Shamshir Bin Ghazali who retires pursuant to Article 85 of the Company's Articles of Association as a Director of the Company. **Resolution 3**
5. To re-elect Mr Ng Seng Kong who retires pursuant to Article 85 of the Company's Articles of Association as a Director of the Company. **Resolution 4**
6. To approve the payment of Directors' fees of RM526,000 for the financial year ended 31 December 2015. (2014 fees: RM491,000) **Resolution 5**
7. To re-appoint Messrs Deloitte as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

**Special Business**

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

8. **ORDINARY RESOLUTION I  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATE")** **Resolution 7**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.3 of Part B of the Circular to Shareholders dated 27 April 2016 ("the Related Parties") provided that such transactions and/or arrangements are:-

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company

("the Proposed Shareholders' Mandate")

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

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("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 resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

9. **ORDINARY RESOLUTION II  
PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")** **Resolution 8**

"THAT subject to provisions of the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, regulations and guidelines, the Company be and is hereby authorised to allocate the maximum amount of funds not exceeding the retained profits and/or share premium of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) for the purpose of purchasing such amount of ordinary shares of RM1.00 each ("MBMR Shares") in the Company ("Proposed Share Buy-Back") on the stock market of Bursa Securities at any time as may be determined by the Directors of the Company provided that the aggregate number of MBMR Shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the total issued and paid-up capital of the Company;

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to deal with the MBMR Shares in the following manner:-

- i) to cancel the MBMR Shares so purchased; or
- ii) to retain the MBMR Shares so purchased as treasury shares for distribution as dividends to shareholders and/or resell the treasury shares on the stock market of Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- iii) combination of (i) and (ii) above;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the Directors be and are hereby empowered to carry out the above and such authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which this resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may deem fit, expedient and necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back contemplated and/or authorised by this resolution."

10. **SPECIAL RESOLUTION  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION** **Resolution 9**

"THAT the following amendment to the Company's Articles of Association be and is hereby approved and adopted:-

| Article No. | Existing Provision  | Amended Provision  |
|-------------|---|--|
| 130         | 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 report as are referred to in that section. The interval between the close of a financial year of the Company and the issuance of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. The Company must within six (6) months from its financial year end, issue an annual report to its members. A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one (21) days before the date of the meeting, be sent to every member of the Company under the provision of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange and any other stock exchange upon which the Company is listed, shall likewise be sent to the Exchange and relevant stock exchange. 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 at the Office of the Company. | 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 report as are referred to in that section. <u>The Company must within four (4) months from its financial year end, issue an annual report to its members.</u> A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one (21) days before the date of the meeting, be sent to every member of the Company under the provision of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange and any other stock exchange upon which the Company is listed, shall likewise be sent to the Exchange and relevant stock exchange. <u>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 at the Office of the Company. In the event that the annual report is sent in CD-ROM form or such 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 or such period as may be prescribed by the Exchange.</u> |

AND THAT the Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

11. To consider any other business of which due notice shall be given in accordance with the Companies Act, 1965.

By Order of the Board

**WONG PEIR CHYUN (MAICSA 7018710)**  
**WONG WAI FOONG (MAICSA 7001358)**  
Company Secretaries

Kuala Lumpur  
27 April 2016

**NOTES:-**

1. **Appointment of Proxy**
  - (a) A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead. 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.
  - (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.
  - (c) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meetings and that the provisions of Section 149(1)(c) of the Act shall apply. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
  - (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - (e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners 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 it holds.
  - (f) Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - (g) 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 of that power or authority shall be deposited at the share registrar of the Company at 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 (48) hours before the time for holding the meeting or any adjournment thereof.
  - (h) Only the members whose names appear on the Record of Depositors as at 12 May 2016 shall be entitled to attend and vote at this meeting or appoint proxy (proxies) to attend and vote on their behalf.
2. **Audited Financial Statements for the financial year ended 31 December 2015**  
The Audited Financial Statement in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders.
3. **Resolution 2 – Re-election of Director**  
The Board had carried out assessment on the independence of Encik Mustapha Bin Mohamed, the Independent Director who is standing for re-election and satisfied that he met the criteria of independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
4. **Resolution 3 – Re-election of Director**  
The Board had carried out assessment on the independence of Encik Shamshin @ Shamshir Bin Ghazali, the Independent Director who is standing for re-election and satisfied that he met the criteria of independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
5. **Explanatory Notes on Special Business**
  - (i) **Resolution 7 – Proposed Shareholders' Mandate**  
This resolution, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business. For further information on the recurrent related party transactions, please refer to the Circular to Shareholders dated 27 April 2016 enclosed together with the Company's Annual Report 2015.
  - (ii) **Resolution 8 – Proposed Share Buy-Back**  
This resolution, if passed, will give the Company the authority to purchase its own ordinary shares of up to ten per cent (10%) of the issued and paid-up share capital of the Company.
  - (iii) **Resolution 9 – Proposed Amendment to the Articles of Association**  
The proposed amendment to the Articles of Association of the Company is mainly to comply with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.