

## NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at Tun Lanang 1 Ballroom, The Royale Chulan Kuala Lumpur, 5, Jalan Conlay, 50450 Kuala Lumpur on Tuesday, the 24<sup>th</sup> day of May, 2016 at 11:00 a.m. for the purpose of transacting the following businesses:-

### AGENDA

- 1 To receive and adopt the Audited Financial Statements, Report of the Directors and Report of the Auditors thereon for the year ended 31 December 2015 (Please refer to Note 1)
- 2 To approve the payment of first and final single tier dividend of 0.65 sen per share for the year ended 31 December 2015 **Ordinary Resolution 1**
- 3 To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2015 **Ordinary Resolution 2**
- 4 To re-elect Dato' Abdul Aziz bin Mohamad who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association. **Ordinary Resolution 3**
- 5 To re-elect Gen (R) Tan Sri Dato' Seri Mohd Shahrom bin Dato' Hj Nordin who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association. **Ordinary Resolution 4**
- 6 To re-elect Dato' Ar. Nur Haizi Binti Abdul Hai who shall retire as Director of the Company pursuant to Articles 91 of the Company's Articles of Association. **Ordinary Resolution 5**
- 7 To re-appoint Messrs AljeffriDean as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

### SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolution, with or without modification:-

- 8 **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 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 ten per centum (10%) of the issued and paid-up ordinary share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."  
**Ordinary Resolution 7**
- 9 **Proposed renewal of authority for the company to purchase its own shares**  
**Ordinary Resolution 8**  
"THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965 ("Act"), provisions in the Company's Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the company as may be determined by the Directors of the Company from time to

time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-

- (1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit and share premium account of the Company. As at the financial year ended 31 December 2015, the audited retained profit and share premium of the Company stood at RM26,917,247.00 and RM208,109.00 respectively;
- (3) The renewal of authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
  - (a) at the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

whichever occurs first;

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (a) to cancel the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and
- (d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to act and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company."

## 10 Continuing in office as Independent Directors

"That, approval be and is hereby given for General (R) Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin who was served as an Independent Non-Executive Director of the Company since 25 March 2004 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary  
Resolution 9**

"That, approval be and is hereby given for Noor Zilan Bin Mohamed Noor who was served as an Independent Non-Executive Director of the Company since 13 May 2002 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary  
Resolution  
10**

"That, approval be and is hereby given for Abdul Rahman Bin Ali who was served as an Independent Non-Executive Director of the Company since 13 May 2002 to continue to act as an Independent Non-Executive Director of the Company"

**Ordinary  
Resolution  
11**

- 11 To transact any other business of which due notice shall be given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN, that a first and final single tier dividend of 0.65 sen per share in respect of the financial year ended 31 December 2015 will be paid on 16 June 2016 to shareholders whose names appear on the Company's Register of Depositors on 31 May 2016.

A Depositor shall qualify for entitlement to the dividend only in respect:-

- a) Shares transferred into the Depositor's Securities Account before 4.00pm on 31 May 2016 in respect of ordinary transfers; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

## BY ORDER OF THE BOARD

ABDUL AZIZ MOHAMED (LS 007370)  
Secretary

Selangor Darul Ehsan  
28<sup>th</sup> April 2016

### Notes:

#### 1. Audited Financial Statements for the Year Ended 31 December 2015

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to Section 169(1) of the Companies Act, 1965. Hence, this item of the Agenda is not put forward for voting by shareholders of the Company.

#### 2. Appointment of Proxies

- a. A proxy may but need not be a member of the Company and the provision of section 149 (1) (b) of the Act shall not apply to the Company.
- b. To be valid the proxy form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- c. A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at the meeting.

- d. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the meeting.
- e. 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.
- f. Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
- g. If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- h. Only members whose names appears in the Record of Depositors as at 18 May 2016 will be entitled to attend and vote at the meeting.

#### **EXPLANATORY NOTES TO THE SPECIAL BUSINESS**

For Ordinary Resolutions 7, 8, 9, 10 & 11 please refer to the Explanatory Notes to the Notice of Meeting in the Annual Report and Share Buy Back Statement dated 28 April 2016.