



NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TWELFTH ANNUAL GENERAL MEETING of the Company will be held at Emerald Room, Level 2, The Katerina Hotel, 8 Jalan Zabadah, 83000 Batu Pahat, Johor Darul Takzim on Friday, 20 May 2016 at 2:00 p.m. or at any adjournment thereof for the following purposes:

AGENDA

- | | |
|--|---|
| 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. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' Fees for the financial year ended 31 December 2015. | Resolution 1 |
| 3. To re-elect Mr. Hey Shioh Hoe who retires pursuant to Article 92 of the Company's Articles of Association, and being eligible, has offered himself for re-election. | Resolution 2 |
| 4. To re-elect Ms. Tan Ming-Li who retires pursuant to Article 92 of the Company's Articles of Association, and being eligible, has offered herself for re-election. | Resolution 3 |
| 5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 4 |

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:

- | | |
|---|---------------------|
| 6. ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 5 |
| 7. ORDINARY RESOLUTION
PROPOSED RETENTION OF MR. LIM KIM HOCK AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT Mr. Lim Kim Hock, who would on 22 February 2017, have served the Board as an Independent Non-Executive Director for a cumulative term of nine (9) years, be and is hereby retained as the Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." | Resolution 6 |
| 8. To transact any other ordinary business for which due notice has been given. | |

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

TAN LEY THENG (MAICSA 7030358)

Company Secretaries

Batu Pahat, Johor Darul Takzim

Date: 28 April 2016

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 May 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member of the Company who is 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 Sections 149(1)(a), (b), (c), and (d) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint more than 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.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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 nominee may appoint in respect of each omnibus account it holds.
- 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.
- The instrument appointing a proxy shall be deposited at the Company's Registered Office at 5A, Jalan Wawasan 2, Kawasan Perindustrian Sri Gading, 83300 Batu Pahat, Johor Darul Takzim not less than 48 hours before the time appointed of holding the above Meeting or at any adjournment thereof.

EXPLANATORY NOTES

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon**

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda is not put forward to the shareholders for voting.

- Ordinary Resolution 5**

Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Twelfth Annual General Meeting ("AGM") of the Company (hereinafter referred to as the "General Mandate").

The purpose of the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company during the preceding twelve (12) months for the time being.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

The Company had been granted a mandate by its shareholders at the Eleventh AGM of the Company held on 22 May 2015 (hereinafter referred to as the "Previous Mandate"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate.

This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

- Ordinary Resolution 6**

Proposed retention of Mr. Lim Kim Hock as Senior Independent Non-Executive Director

Mr. Lim Kim Hock who was appointed as an Independent Non-Executive Director of the Company on 22 February 2008, would on 22 February 2017 have served in that capacity for a cumulative term of nine (9) years. The Board recommends that Mr. Lim Kim Hock should be retained to continue in office as the Senior Independent Non-Executive Director based on the following justifications:

- the aforementioned Independent Director has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- the aforementioned Independent Director is able to exercise independent judgement and act in the best interests of the Company.
- the aforementioned Independent Director has not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level, consistent and expected of him to carry out his duties as an Independent Non-Executive Director.
- the aforementioned Independent Director has been assessed to be able to maintain his independence and effectively contribute and add value to the Board Committees he serves viz the Audit, Remuneration and Nomination Committees as well as the Board.
- the aforementioned Independent Director does not derive any remuneration and benefits apart from Directors' fees and meeting allowances.