

**NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-First ("21st") Annual General Meeting ("AGM") of the Company will be held at Greens 2, Main Wing, Club House, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 2 June 2016 at 2:30 p.m. or at any adjournment thereof for the following purposes:-

**AGENDA**

**As 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 the Auditors thereon. (refer to Note 7)
2. To re-elect the following Directors who retire in accordance with Article 80 of the Articles of Association of the Company:-
  - (a) Dato' Mohamed Salleh Bin Bajuri; and (Resolution 1)
  - (b) Dato' Lim Kooi Ting. (Resolution 2)
3. To re-elect the following Directors who retire in accordance with Article 87 of the Articles of Association of the Company:-
  - (a) En. Mohd Anuar Bin Mohd Hanadzlah; and (Resolution 3)
  - (b) Mr. Chua Seong Seng. (Resolution 4)
4. To re-appoint Messrs. Sekhar & Tan as Auditors of the Company until the conclusion of the next Annual General Meeting ("AGM") and to authorise the Board of Directors of the Company to determine their remuneration. (Resolution 5)

**As Special Business**

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

5. **ORDINARY RESOLUTION NO. 1 - PAYMENT OF DIRECTORS' FEES** (Resolution 6)

"THAT the Directors' Fees amounting to RM132,500/- (Ringgit Malaysia: One Hundred Thirty-Two Thousand and Five Hundred only) for the financial year ended 31 December 2015, be and is hereby approved for payment."
6. **ORDINARY RESOLUTION NO. 2 - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 7)

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the 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 issued pursuant to this Resolution 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 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."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**CHENG CHIA PING (MAICSA 1032514)**  
Company Secretaries

Kuala Lumpur  
Dated: 28 April 2016

**Notes:-**

**(A) Information for Shareholders/ Proxies**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 26 May 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead (subject always to a maximum of two (2) proxies at each meeting). Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. 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.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
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 ("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 and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

**(B) Audited Financial Statements for the financial year ended 31 December 2015**

7. 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 for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

**(C) Re-election of Directors**

8. Article 80 of the Articles of Association ("AA") of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. Article 87 of the AA of the Company states that any Director who is appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotations at that meeting.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 21st AGM, the Nomination & Remuneration Committee ("NRC") has considered the following:-

- (i) Directors' self-assessment and Peer assessment survey;
- (ii) Evaluation on the effectiveness of the Board as a Whole and Committees of the Board; and
- (iii) For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the Board has conducted a separate assessment of independence of the INEDs. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Statement of the Annual Report 2015 of the Company.

The Board approved the NRC's recommendation for the retiring Directors pursuant to Article 80 and 87 of the AA of the Company, respectively. All the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.

**(D) Re-appointment of Auditors**

9. The Audit & Risk Committee ("ARC") have assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Sekhar & Tan as External Auditors of the Company for the financial year ending 31 December 2016. The Board has in turn reviewed the recommendation of the ARC and recommended the same be tabled to the shareholders for approval at the forthcoming 21st AGM of the Company under Resolution 5. The evaluation criteria adopted as well as the process of assessment by the ARC and Board, respectively, have been duly elaborated in the Corporate Governance Statement of the Annual Report 2015 of the Company.

**Explanatory Note to Special Business:**

**(E) Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

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

The Company had been granted a general mandate by its shareholders at the Twentieth Annual General Meeting of the Company held on 16 June 2015 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and therefore no proceed has been raised pursuant to the Previous Mandate.

The purpose to seek 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 as it would be both time and cost-consuming to organise a general meeting solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from 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.

**(F) Payment of Directors' Fees**

11. The Proposed Directors' Fees for the financial year ended 31 December 2015 was RM132,500/- (2014: RM112,500/-) due to the slight increase in the number of new Non-executive directors being appointed as follows during the financial year ended 31 December 2015:-

- (i) En. Mohd Anuar Bin Mohd Hanadzlah; and
- (ii) Mr. Chua Seong Seng.

The Resolution 6, if approved, will authorise the payment of Directors' Fees pursuant to Article 89(a) of the AA of the Company.

**(G) Abstention from Voting**

12. Any Director referred to in Resolutions 1, 2, 3, and 4, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 21st AGM of the Company.
13. Any Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Resolution 6 in relation to payment of Directors' Fees at the 21st AGM of the Company.