

**NOTICE IS HEREBY GIVEN THAT** the Fifty First (51st) Annual General Meeting of the Company will be held at Intan Hall, Permai Hotel, Jalan Sultan Mahmud, 20400 Kuala Terengganu, Terengganu Darul Iman on Tuesday, 31 May 2016 at 11.00 a.m. for the following purposes:

## AGENDA

### As Ordinary Business

1. To receive the Statutory Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. (Ordinary Resolution 1)
2. To re-elect the following Directors retiring pursuant to Article 113 of the Company's Articles of Association, and being eligible, offer themselves for re-election. (Ordinary Resolution 2)
  - i) Major General Dato' Dr. Mohamad Termidzi Junaidi (R)
  - ii) Dato' Haji Mohd Ali Abas
3. To re-elect the following Directors retiring pursuant to Article 116 of the Company's Articles of Association, and being eligible, offer themselves for re-election. (Ordinary Resolution 3)
  - i) Haji Mohd Nasir Ali
  - ii) Wan Zalizan Wan Jusoh(Ordinary Resolution 4)
4. To approve the payment of the first and final dividend of 1.2 sen per ordinary share, tax exempt under the single-tier system for the financial year ended 31 December 2015. (Ordinary Resolution 5)
5. To approve the payment of Directors' Remuneration amounting to RM 693,000 for the financial year ending 31 December 2016. (Ordinary Resolution 6)
6. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

### As Special Business

To consider and if thought fit, to pass the following resolutions:

7. **Proposed Renewal of Authority for Share Buy-Back by the Company** (Ordinary Resolution 8)  
 "THAT subject to the Companies Act, 1965, (as may be amended, modified or re-enacted from time to time), the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary share of RM0.20 each in the Company (Proposed Share Buy-Backs) as may be determined by the Board from time to time on the Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid up share capital of the Company and an amount not exceeding the total retained profits and share premium of the Company at any point in time of RM185,720,000 and RM33,064,000 respectively based on the latest audited financial statements of the Company as at 31 December 2015, be allocated by the Company for the Proposed Share Buy-Backs.  
 THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting;
8. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 9)  
 "THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and any other governmental/regulatory bodies, where such approval is necessary, full authority be and is hereby given to the directors pursuant to Section 132D of the Companies Act, 1965 to allot and issue not more than ten percent (10%) of the issued capital of the Company at any time upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the directors while this approval is in force and that the directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
9. **Special Resolution** (Special Resolution 1)  
 Proposed Amendments to the Articles of Association of the Company  
 THAT the proposed amendments to the Articles of Association ("AA") of the Company contained in Appendix 1 attached together with the Annual Report 2015 be hereby approved and in the consequence thereof, the new AA incorporating all appropriate amendments be adopted  
 AND THAT the Directors and Secretary be hereby authorized to sign and execute all relevant documents as may be required for or in connection with and to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and / or amendments as may be required by the relevant authorities.
10. To transact any other ordinary business of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

**WAN HASLINDA WAN YUSOFF (MAICSA 7055478)**  
Company Secretary

Kuala Terengganu  
Date: 28 April 2016

### Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of the Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. A member shall appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined in 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 in ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. Where a member or 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.
5. 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 common seal, or under the hand of an officer or attorney duly authorised.
6. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorized officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.
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 of such power or authority, shall be deposited at the registered office of the Company at Level 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 57B of the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 24 May 2016. Only a depositor whose name appears on the Record of Depositors as at 24 May 2016 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.

Explanatory Notes to the Agenda:-

#### Item 1 of the Agenda

This item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

#### Item 4 of the Agenda – Ordinary Resolution 5

Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the first and final dividend, if approved, will be paid no later than three (3) months from the date of shareholders' approval. The Book Closure date will be announced by the Company after the 51st Annual General Meeting.

#### Item 7 of the Agenda – Ordinary Resolution 8

##### Proposed Renewal of Authority for Share Buy-Back by the Company

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid up share capital of the Company by utilising the fund allocated which shall not exceed the total retained profits of the Company. Further information on the Proposed Renewal of Authority for Share Buy-Back by the Company contained in the Company's 2015 Annual Report.

#### Item 8 of the Agenda – Ordinary Resolution 9

##### Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The Company had in its 50th Annual General Meeting held on 7 May 2015, obtained its shareholders' approval for the renewal of the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the Act). The Company did not issue any new ordinary shares pursuant to this mandate.

The proposed Ordinary Resolution No. 9 is a renewal of the mandate to issue shares under Section 132D of the Act. If passed, it will allow the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company. This authority, unless revoke or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilise the proceeds raised for current funding and / or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and / or such other applications they may in their absolute discretion deem fit.

## APPENDIX 1

### DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY

It is proposed that Article 90 of the Articles of Association of the Company be amended to as follows:-

ARTICLE	EXISTING	AMENDED
90	The remuneration of the Directors shall from time to time be determined by a general meeting of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of the remuneration related to the period during which he has held office. Such remuneration shall so far as Non-Executive Directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover and shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.	The Directors' Fee shall from time to time be determined by a general meeting of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of the remuneration related to the period during which he has held office. Such remuneration shall so far as Non-Executive Directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover and shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.