

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of the Company will be held at Room 5 First Floor, Impiana Hotel Ipoh, 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Saturday, 28 May 2016 at 12.00 noon for the following purposes :

Ordinary Business

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

- 1.öThat the financial statements for the year ended 31 December 2015 together with the reports of the Directors and Auditors, be and are hereby received and adopted.ö
- 2.öThat the final single tier dividend of 4 sen per RM0.50 ordinary share in respect of the year ended 31 December 2015 as recommended by the Directors, be and is hereby approved.ö
- 3.öThat Encik Manohar Hasan bin Ameer Ali, who retires in accordance with Article 70 of the Company's Articles of Association, be and is hereby re-elected a Director of the Company.ö
- 4.öThat Haji Abdullah bin Yusof, who retires in accordance with Section 129 (6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting.ö
5. öThat Datoø Robert Lim Git Hooi, who retires in accordance with Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting.ö
6. öThat Datoø Shaharuddin bin Haron, who retires in accordance with Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting.ö
7. öThat Datoø Haji Mohamad Tahiruddin bin Mohd Tahir, who retires in accordance with Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting.ö
8. öThat Datoø Chee Chee Kin, who retires in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting.ö
- 9.öThat pursuant to Article 76 of the Company's Articles of Association, the amount payable to the Directors out of funds of the Company in respect of the year ended 31 December 2015 by way of remuneration for their services, be and is hereby determined at a sum of RM40,000.00 to each of the Directors and RM50,000.00 to the Executive Chairman.ö
- 10.öThat HLB Ler Lum, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed the Company's Auditors for the period until the conclusion of the next Annual General Meeting and that the remuneration to be paid to them be fixed by the Board.ö

Special Business

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

- 11.öThat subject to the passing of Ordinary Resolution 4, Haji Abdullah bin Yusof, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years be and is hereby retained as an Independent Non-Executive Director of the Company.ö

12. "That subject to the passing of Ordinary Resolution 5, Dato Robert Lim Git Hooi, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years, be and is hereby retained as an Independent Non-Executive Director of the Company."
13. That subject to the passing of Ordinary Resolution 6, Dato Shaharuddin bin Haron, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years, be and is hereby retained as an Independent Non-Executive Director of the Company."
14. "That subject always to the Companies Act 1965, the Company's Articles of Association and the approval of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes, to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 32nd Annual General Meeting to be held on 28 May 2016, the final single tier dividend of 4 sen per RM0.50 ordinary share in respect of the year ended 31 December 2015, will be paid on 15 July 2016 to shareholders whose names appear in the Record of Depositors on 30 June 2016.

A depositor shall qualify for entitlement for the dividend only in respect of :-

- a) Shares deposited to the Depositor's Securities Account before 12.30 p.m. on 27 June 2016 in respect of the shares exempted from mandatory deposit;
- b) Shares transferred to the Depositor's Securities Account on or before 4.00 p.m. on 30 June 2016 in respect of ordinary transfers; and
- c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
Liew Thong Sin (MIA1310)
Secretary
Ipoh, Perak Darul Ridzuan
Date : 29 April 2016

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll to vote instead of him.
2. The proxy form (as enclosed) must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for the meeting or any adjournment thereof.
4. A corporation must complete the proxy form under its common seal or under the hand of a duly authorised officer or attorney.

5. The profile of the Directors (together with their attendance in Board Meetings) standing for re-election/re-appointment as Directors of the Company under Resolutions 3 to 8 are shown on pages 5 and 6 of the Company's 2015 Annual Report.

Statement Accompanying Notice of Meeting

Explanatory Notes on Special Businesses

Retention of Directors as Independent Non-Executive Directors of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

The ordinary resolutions proposed under items 11, 12 and 13, if passed, will enable Haji Abdullah bin Yusof, Dato Shahrudin bin Haron and Dato Robert Lim Git Hooi to continue as Independent Non-Executive Directors notwithstanding that they had served the Board as Independent Non-Executive Directors for a term of more than nine years. The Board strongly believes that a director's independence cannot be determined arbitrarily with reference only to the tenure of service. To qualify as independent, a director must be independent in character and judgment, independent of management and free from any relationship or circumstances as set out in Chapter 1 of the Listing Requirements, which are likely to affect or appear to affect his or her independent judgment. Following an assessment, the Board concluded that the three Directors' length of service does not interfere with their exercise of independent judgment and ability to act in the best interests of the shareholders. In addition, the Board believes that their knowledge of the Group's businesses and their proven commitment, experience and competence will greatly benefit the Company. The three Directors concerned had declared their independence and their desire to continue as Independent Non-Executive Directors of the Company.

Authority to allot shares

The Ordinary Resolution proposed under item 14 of the Agenda, if passed, will give a renewed mandate to the Directors of the Company from the date of the forthcoming AGM, to allot and issue ordinary shares from the unissued share capital of the Company pursuant to Section 132D of the Companies Act, 1965.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 30 May 2015 which will lapse at the conclusion of the forthcoming AGM.

The Board is always on the lookout for opportunities to broaden the Company's operating base and earnings potential. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors will have to convene a general meeting to approve the issuance of new shares even though the number may be less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered expedient that the Directors be empowered, as proposed in Resolution 14, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding investment project(s) and/or acquisition(s).