

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting of the Company will be held at Ballroom II, Kulim Golf & Country Resort, Persiaran Kulim Golf, Kulim Hi-Tech Park, 09000 Kulim, Kedah Darul Aman on Friday, 27 May 2016 at 10:00 a.m. to transact the following business:-

## AGENDA

### As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Note I**
- To approve the payment of Directors' fees for the financial year ended 31 December 2015.  
**(Resolution 1)**
- To re-elect Mr. Na Chiang Seng who is retiring by rotation pursuant to Article 95 of the Company's Articles of Association, and being eligible, has offered himself for re-election.  
**(Resolution 2)**
- To re-elect the following directors who are retiring pursuant to Article 102 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - Dato' Dr. Yap Tatt Keat **(Resolution 3)**
  - Mr. Kong Hon Kay **(Resolution 4)**
  - Mr. Wong Fook Hiong **(Resolution 5)**
  - Mr. Lee Yow Fui **(Resolution 6)**
  - Mr. Christopher Purcell **(Resolution 7)**
- To re-appoint Messrs. UHY\* as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.  
**(Resolution 8)**

### As Special Business :

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

- ORDINARY RESOLUTION 1 - APPROVAL FOR EX-GRATIA PAYMENT TO DATO' DR. YAP TATT KEAT**  
"THAT approval be and is hereby given to the Company to grant an ex-gratia payment of RM1,542,000/- to Dato' Dr. Yap Tatt Keat, being the co-founder of the Company, for his long term contribution and loyalty to the Company."  
**(Resolution 9)**
- ORDINARY RESOLUTION 2 - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**  
"THAT pursuant to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 10% of the issued share capital of the Company for the time being; AND THAT 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 passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company."  
**(Resolution 10)**
- ORDINARY RESOLUTION 3 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**  
"THAT subject always to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions as detailed in Section 2.3 of the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature ("the Circular") dated 29 April 2016 involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as detailed in Section 2.3 of the Circular provided that such arrangements and/or transactions are:-
  - recurrent transactions of a revenue or trading nature;
  - necessary for the day-to-day operations; and
  - carried out in the ordinary course of business and are made on an arm's length basis on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.
 (the "Proposed Renewal of Shareholders' Mandate")  
 THAT the shareholders' mandate is subject to annual renewal and shall continue to be in force until:-
  - the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution passed by the shareholders of the Company in a general meeting;
 whichever is the earlier;  
 AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."  
**(Resolution 11)**
- SPECIAL RESOLUTION - PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**  
THAT the following Proposed Amendment to the Articles of Association of the Company be and is hereby approved and adopted:-  
**(Resolution 12)**

Article No.		Proposed Amendment
161A	New Provision	<u>ANNUAL REPORT</u>  Subject to compliance with the requirements of Exchange and any other relevant laws and regulations, if any, the Company may issue its annual report in CD-ROM or in such other electronic format and if a member requires a printed form of the annual report, the Company shall send such document to the member within four (4) Market Days from the date of receipt of the member's verbal or written request.

- 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)**  
**MAK CHOOI PENG (MAICSA 7017931)**

Company Secretaries

Kuala Lumpur  
Dated: 29 April 2016

### EXPLANATORY NOTES TO SPECIAL BUSINESS

- Item 1 of the Agenda**  
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 and hence, this agenda item is not put forward for voting.
- Item 6 of the Agenda**  
The Ordinary Resolution 1 proposed under item 6 is a token of appreciation to Dato' Dr. Yap Tatt Keat for his long term contribution to the Company.
- Item 7 of the Agenda**  
The Ordinary Resolution 2 proposed under item 7 is a renewal of the general mandate ("General Mandate") for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The Ordinary Resolution 2, if passed, will give the Directors of the Company, from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company, from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company, for such purposes as the Directors consider would be in the best interest of the Company. The authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.  
This General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).  
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 29 June 2015 which will lapse at the conclusion of the Fourteenth Annual General Meeting.
- Item 8 of the Agenda**  
The Ordinary Resolution 3 proposed under item 8 is to renew the Shareholders' Mandate granted by the shareholders of the Company at the Thirteenth Annual General Meeting held on 29 June 2015. The proposed renewal of Shareholders' Mandate will enable the Group to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
- Item 9 of the Agenda**  
The Special Resolution proposed under item 9 is to streamline the Articles of Association of the Company with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 May 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy, provided that in the case of a vote on any question by a show of hands only one (1) of the proxies so appointed shall be entitled to vote.
- A proxy need not be a member of the Company and the provisions of Sections 149 (1) (a) and (1)(b) of the Companies Act, 1965 shall not apply to the Company. 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.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof.