

## NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at Langkawi & Tioman Room, Level 1, Evergreen Laurel Hotel Penang, 53 Persiaran Gurney, 10250 Penang, on Tuesday, 31 May 2016 at 10.00 am for the following purposes :-

### AGENDA

#### As Ordinary Business:

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| 1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2015 together with Auditors' Report thereon.  | <b>Please refer to Explanatory Note Resolution 1</b> |
| 2. To approve the payment of a single tier first and final dividend of 0.5 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2015.   |  |
| 3. To approve the payment of Director's fee of RM145,000.00 for the financial year ended 31 December 2015.  | <b>Resolution 2</b>                                  |
| 4. To re-elect Dato' Ewe Swee Kheng who retires in accordance with Article 114(1) of the Company's Articles of Association.   | <b>Resolution 3</b>                                  |
| 5. To re-elect Dato' Khor Ah Hua @ Khor Choo Fong who retires in accordance with Article 114(1) of the Company's Articles of Association.   | <b>Resolution 4</b>                                  |
| 6. To re-elect Mr Tan Yen Yeow who retires in accordance with Article 118 of the Company's Articles of Association.   | <b>Resolution 5</b>                                  |
| 7. To re-elect Ms Ewe Lay Khim who retires in accordance with Article 118 of the Company's Articles of Association.   | <b>Resolution 6</b>                                  |
| 8. To consider and, if thought fit, to pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-<br>"That Dato' Seri Ewe Tiong Hor who retires in accordance with Section 129(2) of the Companies Act, 1965, be hereby re-appointed as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965 to hold office until the next Annual General Meeting." | <b>Resolution 7</b>                                  |
| 9. To re-appoint Messrs KPMG as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | <b>Resolution 8</b>                                  |

#### As Special Business :

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

#### 10. ORDINARY RESOLUTION

##### AUTHORITY TO ISSUE SHARES

"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time 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 in any one financial year 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 the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 9**

#### 11. ORDINARY RESOLUTION

##### RETENTION OF DATO' KHOR AH HUA @ KHOR CHOO FONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Dato' Khor Ah Hua @ Khor Choo Fong to continue to act as an Independent Non-Executive Director of the Company after the cumulative term of nine (9) years, in compliance with the recommendation of Malaysian Code of Corporate Governance 2012."

**Resolution 10**

12. To transact any other business for which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

**Chee Wai Hong (BC/C/1470)**

Company Secretary

Penang

Date: 29 April 2016

Notes:

- A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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 its holds.  
*An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.*
- The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- If the appointor is a corporation, the form must be executed under its Common Seal or under the hand of its attorney.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 81 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 20 May 2016 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

#### Explanatory Note on Ordinary Business

The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company. Hence, Agenda 1 is not put forward for voting.

#### Explanatory Notes on Special Business

##### Resolution 9 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 9, if passed, primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at anytime in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Ninth Annual General Meeting held on 27 May 2015 and which will lapse at the conclusion of the Tenth Annual General Meeting to be held on 31 May 2016. A renewal of this authority is being sought at the Tenth Annual General Meeting under proposed Resolution 9.

This authority if granted 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, acquisition(s) and/or settlement of banking facility(ies).

##### Resolution 10 – Retention of Dato' Khor Ah Hua @ Khor Choo Fong as an Independent Non-Executive Director of the Company

Both the Nominating Committee and Board have assessed the independence of Dato' Khor Ah Hua @ Khor Choo Fong, who has served as an Independent Non-Executive Director of the Company since 11 January 2008 and will reach the nine years term limit on 10 January 2017, and recommended him to continue to act as Independent Non-Executive Director of the Company after the said nine years term based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- He is able to provide independent judgment, objectively and check and balance to the Board.
- He has performed his duties and responsibilities diligently and in the best interest of the Company without being subjected to the influence of Management.
- He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.

## STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The details of any interest in the securities of the Company and its subsidiaries (if any) held by the said Directors are stated on page 34 of the financial statements in Annual Report 2015.

## NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that a Single Tier First and Final Dividend of 0.5 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2015, if approved, will be paid on 24 August 2016 to depositors registered in the Record of Depositors at the close of business on 25 July 2016.

A depositor shall qualify for entitlement to the Dividend only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 25 July 2016.
- Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

**Chee Wai Hong (BC/C/1470)**

Company Secretary

Penang

Date: 29 April 2016