

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of the Company will be held at Park Avenue Hotel, E-1, Jalan Indah Dua, Taman Sejati Indah, 08000 Sungai Petani, Kedah Darulaman, Malaysia on Monday, 30 May 2016 at 11:00 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS:

- To receive the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2015 together with the Auditors' Report thereon.
- To approve the payment of Directors' fees of RM360,000 for the financial year ending 31 December 2016.
- To re-elect Mr Ng Chin Nam who retires in accordance with Article 133 of the Company's Articles of Association.
- To re-elect Tunku Datin Annie Dakhlah Binti Tuanku Munawir who retires in accordance with Article 133 of the Company's Articles of Association.
- To re-elect Encik Mohamed Shukri Bin Mohamed Zain who retires in accordance with Article 133 of the Company's Articles of Association.
- To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Please refer to the Explanatory Note**

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

#### AS SPECIAL BUSINESS:

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

#### 7. 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 of and quotation for 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."

**Ordinary Resolution 6**

#### 8. ORDINARY RESOLUTION

##### RETENTION OF MR LAU THENG CHIM AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Mr Lau Theng Chim 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".

**Ordinary Resolution 7**

#### 9. SPECIAL RESOLUTION

##### PROPOSED AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

"THAT approval be and is hereby given to the Board to amend the Articles of Association of the Company by inserting a new Article 92A immediately after the existing 92:-

Article No		Proposed Article Amendment
92A	New Article	<p>Voting by poll</p> <ol style="list-style-type: none"> <li>The Company must ensure that any resolution set out in the notice of any general meeting includes any addendum, errata or amendment to the earlier notice of general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll.</li> <li>The Company must appoint at least 1 scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the listed issuer or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. For this purpose, "officer" has the meaning given in section 4 of the Companies Act, 1965."</li> </ol>

**Special Resolution 1**

- To transact any other business of 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 Member may appoint up to two (2) proxies (subject to Article 105a) to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not, apply to the Company. There shall be no restriction as to the qualification of the proxy. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.
- 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, this 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 80(3) 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

##### Item 1 of the Agenda

**To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.**

This item is meant for discussion only as provided in Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

##### Explanatory Notes on Special Business

##### Resolution 6 – Authority to issue shares

##### Renewal of authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

Subject to exceptions provided in the Companies Act, 1965, the Directors would have to call for a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to an amount not exceeding in total 10% of the issue share capital of the Company for the time being, for such purpose as they consider would be in the interest of the Company.

As at the date of this Notice, 38,033,000 new ordinary shares of RM0.10 each pursuant to the Private Placement were issued pursuant to the mandate granted to the Directors at the last annual general meeting held on 22 June 2015. The total proceeds of RM3,803,300 from private placement exercise has not been fully utilised.

The renewal mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of 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 7 – Retention of Mr Lau Theng Chim as an Independent Non-Executive Director of the Company

Both the Nominating Committee and Board have assessed the independence of Mr Lau Theng Chim, who has served as an Independent Non-Executive Director of the Company since 30 November 2007 and will reach the nine years term limit on 29 November 2016, 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, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- His vast experience in the accounting and audit industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
- He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- He consistently challenged management in an effective and constructive manner and provided an independent voice on the Board.
- He has a good and thorough understanding of the main drivers of the business in a detailed manner.

##### Special Resolution- Proposed Amendment to the Company's Articles of Association

The proposed Special Resolution, if passed, will allow the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.