

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 40th Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura @ Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 21 June 2016 at 11.00 a.m. to transact the following businesses and to pass the following resolutions:

### AGENDA

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| 1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2016.  | <i>Please refer to Note 1</i>  |
| 2. To approve payment of a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2016.  | <i>Ordinary Resolution 1</i>   |
| 3. To re-elect the following Directors who retire by rotation pursuant to Article 109 of the Articles of Association of the Company and being eligible, offer themselves for re-election: <ul style="list-style-type: none"> <li>(i) Dato' Shahrman bin Shamsuddin</li> <li>(ii) Encik Wan Ahmad Sabri bin Wan Daud</li> </ul>   | <i>Ordinary Resolution 2</i><br><i>Ordinary Resolution 3</i>                               |
| 4. To reappoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965 and being eligible, offer themselves for reappointment until the conclusion of the next Annual General Meeting: <ul style="list-style-type: none"> <li>(i) Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir</li> <li>(ii) Dato' Azlan bin Hashim</li> </ul>  | <i>Special Resolution 1</i><br><i>Special Resolution 2</i><br><i>Ordinary Resolution 4</i> |
| 5. To reappoint Datuk Kisai bin Rahmat as an Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting.   | <i>Ordinary Resolution 5</i>   |
| 6. To reappoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.   | <i>Ordinary Resolution 6</i>   |
| 7. <b>DIRECTORS' FEES</b><br>To approve the Directors' fees for the financial year ended 31 January 2016.  | <i>Ordinary Resolution 7</i>   |
| 8. <b>AUTHORITY FOR DIRECTORS TO ISSUE SHARES UNDER SECTION 132D OF THE COMPANIES ACT, 1965</b><br>"THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia), the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purpose 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 ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance and that the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | <i>Ordinary Resolution 7</i><br><i>Please refer to Note 6</i>                              |

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2016, if approved by the shareholders at the 40th Annual General Meeting, will be payable on 3 August 2016 to Depositors registered in the Record of Depositors at the close of business on 18 July 2016.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 18 July 2016 in respect of ordinary transfers; and
- (b) 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

**LIYANA LEE BINTI ABDULLAH (MIA 10293)**

Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan

30 May 2016

### NOTES:

1. **Audited Financial Statements**  
 This Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the Audited Financial Statements need not be approved by the shareholders and hence, the matter will not be put forward for voting.
2. **Proxy Forms**  
 A member whose name appears in the Record of Depositors of the Company as at 10 June 2016 shall be entitled to attend, speak and vote at this Meeting.  
 A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote on a show of hands or on a poll in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation as to the qualification of the proxy.  
 Where a member is an authorised nominee (as defined under the Securities Industry (Central Depositories) Act 1991), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
 Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.  
 The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporate member, shall be either under its Common Seal or signed by its attorney or an officer of the corporation duly authorised.  
 The instrument appointing a proxy must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
3. **Corporate Representative**  
 As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend this Meeting pursuant to Sections 147(3) and (4) of the Companies Act, 1965. For this purpose and pursuant to Section 147(5) of the Companies Act, 1965, the corporate member shall provide a certificate under its common seal as prima facie evidence of appointment of the corporate representative. The corporate member may submit the certificate to the Company's Share Registrar's Office prior to the commencement of this Meeting.
4. **Proposed Reappointment and Retention of Independent Director**  
 Datuk Kisai bin Rahmat has been the Company's Independent Director for more than 9 years cumulatively. The proposed Ordinary Resolution 4, if passed, will allow him to be retained and to continue acting as an Independent Director of the Company in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting. Details of the Board's justification and recommendation for the retention of Datuk Kisai bin Rahmat as an Independent Director are set out in the Corporate Governance Statement on page 035 of this Annual Report.
5. **Directors' Fees**  
 The Directors' fees for the financial year ended 31 January 2016 amounted to RM345,000.
6. **Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965**  
 Subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Ordinary Resolution 7 is for the propose of granting a renewed mandate and if passed, would enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
 The Renewed Mandate will enable Directors to take swift action in case of a need for corporate exercises or fund raising activities or in the event business opportunities arise which involve issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. Proceeds raised from the corporate exercises or fund raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.  
 As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 30 June 2015 which will lapse at the conclusion of the Annual General Meeting.