

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 40<sup>th</sup> Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 30 August 2016 at 10.00 a.m. for the following purposes:

- AGENDA**
- Ordinary Business**
- 1 To receive the audited financial statements of the Company and of the Group for the financial year ended 31 March 2016 and the reports of the Directors and Auditors thereon.
  - 2 To approve the payment of Directors' fees of RM364,000.00 for the financial year ended 31 March 2016 (2015: RM340,000.00). **Ordinary Resolution 1**
  - 3 To re-appoint the following Directors who retire pursuant to Section 129 of the Companies Act, 1965 as Directors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company:
    - a. Datuk Lai Siew Wah *P.G.D.K.*
    - b. Datuk Lai Jaat Kong @ Lai Foot Kong *P.J.N. J.S.M*
    - c. Chan Soo Har @ Chan Kay Chong**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**
  - 4 To re-appoint Haji Mohd. Sharif bin Haji Yusof who retires pursuant to Section 129 of the Companies Act, 1965 as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and he shall continue to serve as an Independent Non-executive Director of the Company notwithstanding that he has exceeded a cumulative term of nine (9) years as a Director of the Company, as recommended by the Malaysian Code on Corporate Governance 2012. **Ordinary Resolution 5**
  - 5 To re-appoint Messrs. Raja Salleh, Lim & Co. as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Directors. **Ordinary Resolution 6**

**Special Business**

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

- 6 **Proposed Renewal of Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965** **Ordinary Resolution 7**

**THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue and allot shares in the Company at any 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 does not exceed 10% of the issued share capital of the Company for the time being and **THAT** the Directors be and are hereby empowered to obtain the approval for the listing and of quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and **THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- 7 **Proposed Renewal of General Mandate for Recurrent Related Party Transactions** **Ordinary Resolution 8**

**THAT** approval be and is hereby given to the Directors to enter into and give effect to specified recurrent transactions of a revenue or trading nature with specified classes of Related Parties (as set out in Section 2.2.2 of the Circular to Shareholders dated 28 July 2016) which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company ("Proposed General Mandate") and such approval shall continue to be in force until:

  - (a) the conclusion of the next annual general meeting of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier, and that for the avoidance of doubt, all such transactions entered into by the Company prior to the date of this resolution be and are hereby approved and ratified.

**AND THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed General Mandate."

- 8 **Proposed Renewal of Share Buy-back Authority** **Ordinary Resolution 9**

**THAT**, subject to the Companies Act, 1965, Bursa Malaysia Securities Berhad's Main Market Listing Requirements, the Company's Articles of Association and approvals of other relevant authorities, the Company be and is hereby authorised to purchase and hold such number of ordinary shares of RM1.00 each in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company and the amount allocated shall not exceed the retained profits and share premium account of the Company.

**THAT** such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever occurs earlier.

**THAT** the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back **AND THAT** further authority be and is hereby given to the Directors to decide in their discretion to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder and to deal with the shares so purchased in such other manner as may be permitted by the relevant legislations and regulations."
- 9 To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 40<sup>th</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 64 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 24 August 2016. Only a depositor whose name appears on the Record of Depositors as at 24 August 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

**WONG YIM CHENG**

Company Secretary  
Kuala Lumpur

28 July 2016

**Notes on proxy**

- 1 A member entitled to attend and vote is entitled to appoint proxy to attend, speak and vote in his stead. A proxy need not be a member of the Company. A member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply. When a member appoints two (2) proxies to attend the Meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- 2 Where a member is an exempt authorised nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds. If more than one (1) proxy is appointed, the EAN shall specify the proportion of shareholdings to be represented by each proxy.
- 3 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited together with the Proxy Form.
- 4 The original signed Proxy Form or the power of attorney or other authority (if any), must be deposited at the Company's Registered Office at Level 18, Wisma Mont' Kiara, No. 1, Jalan Kiara, Mont' Kiara, 50480 Kuala Lumpur not less than 48 hours before the time set for holding the Meeting or at any adjournment thereof.

**Notes on agenda**

- 1 **Audited Financial Statements for the Financial Year Ended 31 March 2016**

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provision of Section 169(1) and (3) of the Companies Act, 1965. Hence, it will not be put for voting.
- 2 **Retention of Independent Non-executive Director**

The Ordinary Resolution 5, if passed, will enable Haji Mohd. Sharif bin Haji Yusof, who has attained the age of 70 years, to continue to serve as Independent Non-executive Director notwithstanding that he had served the Board as Independent Non-executive Director 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. The Board is of the view that the Director's length of service does not interfere with his exercise of independent judgment and ability to act in the best interests of the shareholders. In addition, the Board is of the view that his detailed knowledge of the Group's businesses and his proven commitment, experience and competence will benefit the Company.
- 3 **Proposed Renewal of Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution 7, if passed, will empower the Directors to issue and allot shares not exceeding 10% of the Company's issued share capital for the time being without convening further general meetings for such purposes.

This authority is a renewal of the general mandate which will expire at the forthcoming 40<sup>th</sup> Annual General Meeting. As at the date of this Notice, the Company has not issued any shares pursuant to the mandate granted at the last Annual General Meeting.

This new general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to placing of shares, for the purposes of funding future investment project(s), working capital, acquisitions or such other applications as the Directors deem fit.

This would avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.
- 4 **Proposed Renewal of General Mandate for Recurrent Related Party Transactions**

The Ordinary Resolution 8, if passed, will enable the Group to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Group's 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. Further information on this resolution is set out in Part I of the Circular to Shareholders dated 28 July 2016.
- 5 **Proposed Renewal of Share Buy-back Authority**

The Ordinary Resolution 9, if passed, will empower the Directors to purchase the Company's shares up to 10% of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and share premium account of the Company. Further information on this resolution is set out in Part II of the Circular to Shareholders dated 28 July 2016.