

NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First Annual General Meeting of the Company will be held at the Conference Room of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan on Friday, 26 August 2016 at 9.00 a.m. for the following purposes:-

A G E N D A

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
 - To approve the payment of Directors' fees for the financial year ended 31 March 2016. (Resolution 1)
 - To re-elect Mr. Cheah Yong Hock, who retires by rotation pursuant to Article 102 of the Company's Articles of Association. (Resolution 2)
 - To appoint Messrs. UHY as Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Horwath and to authorise the Directors to fix their remuneration.

Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed on Page 6 in the Annual Report 2016 has been received by the Company for the appointment of Messrs. UHY who have given their consent to act as new auditors of the Company and of the intention to propose the following ordinary resolution:-

"That Messrs. UHY, having consented to act, be and are hereby appointed as the auditors of the Company in place of the retiring auditors, Messrs. Crowe Horwath, and to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be agreed between the Directors and Auditors." (Resolution 3)

As Special Business

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

ORDINARY RESOLUTION 1
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be 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 of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company. (Resolution 4)

ORDINARY RESOLUTION 2
- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

THAT subject always to the Companies Act, 1965 ("the Act"), the rules, regulations and orders made pursuant to the Act (as may be amended, modified or re-enacted from time to time), the provisions of the Memorandum and Articles of Association ("M&A") of the Company, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by the law, to purchase and/or hold, from time to time, and at any time, such amount of ordinary shares of RM1.00 each in the Company's issued and paid up share capital as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time; and
- the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available.

That the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manners:-

- cancel all the purchased ordinary shares; and/or
- retain the purchased ordinary shares as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; and/or
- retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting of the Company, whichever occurs first;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the M&A of the Company, the Main LR of Bursa Securities, and all other relevant governmental and/or regulatory authorities. (Resolution 5)

SPECIAL RESOLUTION
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as set out below ("Proposed Amendments") be and are hereby approved and adopted; AND THAT the Board of Directors be and are hereby authorised to execute all relevant documents and to do all acts and things as deemed necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company. (Resolution 6)

Article No.	Existing Articles	Article No.	Proposed Articles
138	<p>Presentation of accounts</p> <p>The Directors shall from time to time in accordance with section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of such annual audited accounts, the directors' and auditors' report of the Company shall not exceed four (4) months. A copy of each such documents shall not less than fourteen (14) clear days (exclusive both of the day on which the notice is served or deemed to be served and of the day for which notice is given) before the date of the meeting be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Presents. The requisite number of copies of each such document as may be required by the Exchange from time to time shall at same time be likewise sent to each Exchange upon which the Company's shares are listed. Provided that this Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.</p>	138	<p>Presentation of accounts</p> <p>The Directors shall from time to time in accordance with section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of such annual audited accounts, the directors' and auditors' report of the Company shall not exceed four (4) months. A copy of each such documents shall not less than fourteen (14) clear days (exclusive both of the day on which the notice is served or deemed to be served and of the day for which notice is given) before the date of the meeting be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Presents. The requisite number of copies of each such document as may be required by the Exchange from time to time shall at same time be likewise sent to each Exchange upon which the Company's shares are listed. Provided that this Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.</p>
138A	<p>ISSUANCE OF ANNUAL REPORT</p> <p>Subject to Article 138 and compliance with the requirements of the Exchange and any other relevant laws and regulations, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital versatile disc read-only memory ("DVD-ROM") format or in a format that may be developed in future for the playback of images.</p> <p>Without prejudice to other provisions relating to issuance of annual reports, the Company may issue its annual report in CD-ROM to its shareholders provided it complies with the following:</p> <ol style="list-style-type: none"> the company must provide a printed copy of its annual report to its shareholders upon the shareholder's request, whether verbal or written; the Company must designate a person to attend to the shareholders' requests as stated in subparagraph (a) above; the Company must ensure that a hard copy of the annual report is forwarded to the shareholder requesting the same within 4 market days from the date of receipt of the request; the Company must designate person(s) to answer queries from shareholders relating to the use of the CD-ROM; together with the CD-ROM annual report, the Company must issue hard copies of the notice of the annual general meeting, the proxy form and the following documents to its shareholders: <ol style="list-style-type: none"> a note containing the following statement or information: <ol style="list-style-type: none"> the Company shall forward a hard copy of the annual report to the shareholder within 4 market days from the date of receipt of the verbal or written request; and the Company's web-site and/ or email address, name(s) of designated person(s) attending to shareholders' request and queries and contact number(s); and a request form to enable the shareholder to request for the annual report in hard copy, with the particulars of the Company's facsimile number and mailing address. 	138A	<p>ISSUANCE OF ANNUAL REPORT</p> <p>Subject to Article 138 and compliance with the requirements of the Exchange and any other relevant laws and regulations, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital versatile disc read-only memory ("DVD-ROM") electronic format or in such other form of electronic media permitted under the Listing Requirements. in a format that may be developed in future for the playback of images.</p> <p>Without prejudice to other provisions relating to issuance of annual reports, the Company may issue its annual report in electronic format CD-ROM to its shareholders provided it complies with the following:</p> <ol style="list-style-type: none"> the company must provide a printed copy of its annual report to its shareholders upon the shareholder's request, whether verbal or written; the Company must designate a person to attend to the shareholders' requests as stated in subparagraph (a) above; the Company must ensure that a hard copy of the annual report is forwarded to the shareholder requesting the same within 4 market days from the date of receipt of the request; the Company must designate person(s) to answer queries from shareholders relating to the use of the electronic format CD-ROM; together with the CD-ROM annual report in electronic format, the Company must issue hard copies of the notice of the annual general meeting, the proxy form and the following documents to its shareholders: <ol style="list-style-type: none"> a note containing the following statement or information: <ol style="list-style-type: none"> the Company shall forward a hard copy of the annual report to the shareholder within 4 market days from the date of receipt of the verbal or written request; and the Company's web-site and/ or email address, name(s) of designated person(s) attending to shareholders' request and queries and contact number(s); and a request form to enable the shareholder to request for the annual report in hard copy, with the particulars of the Company's facsimile number and mailing address.

- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
29 July 2016

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 August 2016 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at this Meeting.
- A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. There shall be no restriction as to the qualifications of the proxy.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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 with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 75 of the Company's Articles of Association.
- 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 such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.

Explanatory Notes:-

- 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. Hence, this Agenda item is not put forward for voting.
- Resolution 4**
The proposed adoption of Ordinary Resolution 1 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to Section 132D of the Companies Act, 1965, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten percent (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Fortieth Annual General Meeting held on 18 August 2015, which will lapse at the conclusion of the Forty-First Annual General Meeting. Hence, no proceeds were raised therefrom.
- Resolution 5**
The proposed adoption of Ordinary Resolution 2, if passed, is to renew the authority granted by the shareholders of the Company at the Fortieth Annual General Meeting held on 18 August 2015. The proposed renewal of the general mandate will empower the Directors to purchase the Company's shares up to ten percent (10%) of the issued and paid up capital of the Company by utilizing the retained profits and/or the share premium accounts of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next Annual General Meeting.
- Resolution 6**
The proposed adoption of Special Resolution is primarily to align the Company's Articles of Association with the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as well as to enhance administrative efficiency.