

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at Kenanga Room, Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Friday, 9 September 2016 at 10:00 a.m. to transact the following business:-

AGENDA

As Ordinary Business:

1. 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**
2. To approve the payment of Directors' fees for the following Directors for the financial year ended 31 March 2016:- **Please refer to Explanatory Note 2**
 - i. Datuk Seri Maglin Dennis D'Cruz – Chairman, Independent Non-Executive Director **(Resolution 1)**
 - ii. Jason Minos Anak Peter – Executive Director **(Resolution 2)**
 - iii. Low Jyh Sing – Chief Operating Officer **(Resolution 3)**
 - iv. See Poh Yee – Independent Non-Executive Director **(Resolution 4)**
 - v. Selva Rasan a/l Dato' Puspa Das – Independent Non-Executive Director **(Resolution 5)**
 - vi. Datuk Raime Bin Unggi – Independent Non-Executive Director **(Resolution 6)**
 - vii. Tengku Azlan Ibrni Sultan Abu Bakar – Former Chairman, Independent Non-Executive Director **(Resolution 7)**
 - viii. Dato' Mohamed Ridzuan Bin Nor Md – Former Executive Director **(Resolution 8)**
 - ix. Dato' Yen Soon Ai – Former Executive Director **(Resolution 9)**
 - x. Na Chiang Seng – Former Executive Director **(Resolution 10)**
 - xi. Yap Tai Tee – Former Group Managing Director/Chief Executive Officer **(Resolution 11)**
 - xii. Syed Amir Syakib Arsalan Bin Syed Ibrahim – Former Independent Non-Executive Director **(Resolution 12)**
 - xiii. Mohamad Farid Bin Mohd Yusof – Former Vice Chairman, Non-Independent Non-Executive Director **(Resolution 13)**
3. To re-elect Selva Rasan a/l Dato' Puspa Das, who is retiring by rotation pursuant to Article 81 of the Company's Articles of Association. **(Resolution 14)**
4. To re-elect the following Directors, who are retiring pursuant to Article 88 of the Company's Articles of Association:- **(Resolution 15)**
 - i. Datuk Seri Maglin Dennis D'Cruz **(Resolution 16)**
 - ii. Jason Minos Anak Peter **(Resolution 17)**
 - iii. Low Jyh Sing **(Resolution 18)**
 - iv. Lye Siang Long **(Resolution 19)**
 - v. Dato' Hj. Zulkifli Bin Hj. Alias **(Resolution 20)**
5. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. **(Resolution 20)**

As Special Business:

To consider and, if thought fit, pass with or without any modification, the following ordinary and special resolutions:-

6. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **(Resolution 21)**
"THAT pursuant to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company."
7. **SPECIAL RESOLUTION**
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY **(Resolution 22)**
"THAT the proposed amendments to the existing Articles of Association of the Company as set out in Appendix I attached to the Annual Report be and are hereby approved and adopted AND THAT the Directors be and are hereby authorised to do all acts, things and deeds which are necessary to give effect to the proposed amendments to the Articles of Association, for and on behalf of the Company."
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

Dated: 18 August 2016

EXPLANATORY NOTES

1. **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 and hence, this agenda item is not put forward for voting.
2. **Item 2 of the Agenda**
Details of Directors' fees to the Directors during the financial year ended 31 March 2016 (inclusive the fees to the former directors who held office during the financial year) are as follows:-

Name	Serving period	Amount (RM)
Datuk Seri Maglin Dennis D'Cruz	28 September 2015 to 31 March 2016	60,000
Jason Minos Anak Peter	28 September 2015 to 31 March 2016	25,000
Low Jyh Sing	1 March 2016 to 31 March 2016	5,000
See Poh Yee	1 April 2015 to 31 March 2016	30,000
Selva Rasan a/l Dato' Puspa Das	1 April 2015 to 31 March 2016	42,000
Datuk Raime Bin Unggi	1 April 2015 to 31 March 2016	36,000
Tengku Azlan Ibrni Sultan Abu Bakar	8 April 2015 to 26 September 2015	210,000
Dato' Mohamed Ridzuan Bin Nor Md	8 April 2015 to 26 September 2015	150,000
Dato' Yen Soon Ai	1 April 2015 to 26 September 2015	150,000
Na Chiang Seng	1 April 2015 to 8 April 2015	2,000
Yap Tai Tee	1 April 2015 to 11 November 2015	152,000
Syed Amir Syakib Arsalan Bin Syed Ibrahim	28 September 2015 to 31 March 2016	18,000
Mohamad Farid Bin Mohd Yusof	1 April 2015 to 31 March 2016	43,774

3. **Item 6 of the Agenda**
The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate ("General Mandate") for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The Ordinary Resolution, if passed, will give the Directors of the Company, from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company, from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company, for such purposes as the Directors consider would be in the best interest of the Company. The authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.
This General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).
As at the date of this Notice, no new shares of the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 28 September 2015 which will lapse at the conclusion of the Fourteenth Annual General Meeting.
4. **Item 7 of the Agenda**
The Special Resolution proposed under Item 7 of the Agenda is to streamline the Articles of Association of the Company with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 September 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) A proxy need not be a member of the Company and the provisions of Sections 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof, 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.