



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Dewan Perdana, 1st Floor Sport Complex, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 1 December 2016 at 10.00 a.m.

AGENDA

1. To receive the Audited Financial Statements for the year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following directors who retire in accordance with Article 87 of the Company's Articles of Association, being eligible, offer themselves for re-election:-
 - i) Dato' Ir. Low Keng Kok **(Resolution 2)**
 - ii) En. Zahedi Bin Mohd Zain **(Resolution 3)**
3. To re-appoint Dato' Ismail Bin Haji Omar who is over the age of seventy (70) years, to hold office until the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. **(Resolution 4)**
4. To approve the payment of Directors' fees of RM491,000 for the year ended 30 June 2016. **(Resolution 5)**
5. To re-appoint Auditors to hold office for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

- 6) **Ordinary Resolution 1 - Continuation in office as Independent Director**
"THAT approval be and is hereby given to Mr. Foong Kuan Ming, who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director." **(Resolution 7)**
- 7) **Ordinary Resolution 2 - Authority to Issue Share**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue." **(Resolution 8)**
- 8) **Ordinary Resolution 3 - Proposed Renewal of Share Buy-Back Authority**
"THAT subject to the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the unappropriated profits and/or share premium accounts of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each ("Proposed Share Buy-back") in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities 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 ten percent (10%) of the total issued and paid-up share capital of the Company AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part the shares so purchased and/or to retain all or part the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder; AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:
 - i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
 - ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
 - iii) revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting whichever is the earliest."**(Resolution 9)**
9. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN KOK AUN (MACS 01564)
WONG WAI YIN (MAICSA 7003000)
Company Secretaries

Kuala Lumpur,
28 October 2016

Notes:

1. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such member, and where a member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy to attend and vote instead of him at the same meeting. Where a member appoints more than (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a Member 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.
3. 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 shall not apply to the Company.
4. If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Registrar Office, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for the Meeting.
6. Depositor whose name appears on the Record of Depositors as at 23 November 2016 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS**i. Continuation in office as Independent Non-Executive Director**

The proposed Resolution 7 in item 6 is to seek shareholders' approval to retain Mr. Foong Kuan Ming as an Independent Director which he has served in that capacity for more than nine years.

The Board has assessed the independence of Mr. Foong Kuan Ming and recommended that he continues to act as Independent Director of the Company based on the following justification:

- Mr. Foong fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements.
- Mr. Foong has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole.
- Mr. Foong does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
- Mr. Foong remains objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.

ii. Authority to Directors to Issue Shares

The proposed Resolution 8 in item 7 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital and/or acquisitions.

The Company had on 26 April 2016 allotted 32,800,000 new ordinary shares of RM0.50 each at issued price of RM0.545 per share ("Private Placement Expenses") pursuant to the mandate approved by the shareholders on 3 December 2015. The total proceeds of RM17,876,000 from the Private Placement was utilised on working capital for construction and property segment as well as other operating expenses amounting to RM17,724,000 and the balance of RM152,000 is for private placement expenses.

iii. Proposed Renewal of Share Buy Back Authority

The proposed Resolution 9 in item 8 is to empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the retained profits and/or share premium of the Company. Please refer to the Share Buy Back Statement dated 28 October 2016, which is dispatched together with the Company's Annual Report 2016.