



NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at Kapur Room, Eastin Hotel Penang, 1 Solok Bayan Indah, Queensbay, 11900 Bayan Lepas, Penang on Monday, 9 January 2017 at 2.30 p.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 July 2016 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM147,500.00 in respect of the financial year ended 31 July 2016.

Resolution 1

- To re-elect Mr Goh Kok Beng who is retiring pursuant to Article 129 of the Company's Articles of Association.

Resolution 2

- To re-elect Encik Saffie Bin Bakar who is retiring pursuant to Article 129 of the Company's Articles of Association.

Resolution 3

- To re-elect Mr Yong Kim Fui who is retiring pursuant to Article 134 of the Company's Articles of Association.

Resolution 4

- To re-elect Mr Huang Heng-Li who is retiring pursuant to Article 134 of the Company's Articles of Association.

Resolution 5

- To re-elect Mr Tan Kay Yen who is retiring pursuant to Article 134 of the Company's Articles of Association.

Resolution 6

- To re-appoint Messrs Grant Thornton as the Company's Auditors and to authorise the Directors to fix their remuneration.

Resolution 7

AS SPECIAL BUSINESS:

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

- Continuing in office as independent non-executive director**

"THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Encik Saffie Bin Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."

Resolution 8

- Authority to issue shares**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such 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 in any one financial year 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 the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 9

- To transact any other business of which due notices shall have been given.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
Company Secretaries
Penang

Date: 29 November 2016

Notes:

- A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Companies Commission of Malaysia and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) 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 its holds.
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- All resolutions as set out in this notice of Annual General Meeting are to be voted by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 79 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 30 December 2016 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

Explanatory Note on Ordinary Business:

Agenda 1

The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business:

Resolution 8 - Continuing in office as independent Non-Executive Director

The Resolution 8, if passed, will allow Encik Saffie Bin Bakar, the Independent Non-Executive Director to be retained and continued to act as independent director to fulfill the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysia Code of Corporate Governance 2012.

The Board has via the Nominating Committee, assessed the independence of Encik Saffie Bin Bakar ("Encik Saffie") and recommended him to continue to serve as Independent Non-Executive Director based on the following justifications:

- Encik Saffie fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he would be able to function as a check and balance to the Board.
- Encik Saffie performed his duties diligently and in the best interest of the Company and brings an element of objectivity and independent judgment to the Board without being subject to influence of the management.
- Based on the Director's Peer Evaluation undertaken by the Board, Encik Saffie has performed satisfactorily in fulfilling his duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director.

Resolution 9 - Authority to directors to issue Shares

The Resolution 9, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting. Kindly refer to page 21 of the Annual Report 2016 on details of Private Placement and utilization of proceeds for the preceding year.

The renewal mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of fund raising activities including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- The profiles of the Directors who are standing for re-election as per Agenda 3 to 7 of the Notice of 15th AGM are stated on pages 6 to 8 of this Annual Report.
- The details of the Directors' interests in the securities of the Company and its subsidiaries (if any) held by the said Directors are stated on pages 23 and 72 of this Annual Report.
- The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Rule 6.04(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed resolution 9 as stated in the Notice of Annual General Meeting of the company for the details.