



Notice Of Twentieth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held at PLB Engineering Berhad, 3rd Floor, Training Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Thursday, 19 January 2017 at 3:00 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial year ended 31 August 2016 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a first and final single tier dividend of 1 sen per ordinary share of RM1.00 each for the financial year ended 31 August 2016.
- To approve the payment of Directors' fees of RM84,000.00 for the financial year ended 31 August 2016.
- To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-
 - Mr. Saw Chin Eng
 - Mr. Ong Seng Chye
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-
 "THAT Dato' Seri Ong Choo Hoon, who retires in accordance with Section 129(2) of the Companies Act, 1965, be hereby re-appointed as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965 and to hold office until the next Annual General Meeting."
- To re-appoint Messrs Grant Thornton as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Notes

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

AS SPECIAL BUSINESS :

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

- 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 for the listing and quotation of 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."
- PROPOSED RENEWAL OF AND NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
 "THAT subject to the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as detailed in Section 2.2 of the Circular to Shareholders of the Company dated 22 December 2016, involving the interests of directors, major shareholders or persons connected with such directors or major shareholders of the Company ("Related Parties") as detailed in Section 2.2 of Circular to Shareholders of the Company dated 22 December 2016, provided that such arrangements and/or transactions are:-
 - recurrent transactions of a revenue or trading nature;
 - necessary for day-to-day operations; and
 - carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.
 (the "Proposed Mandate").
 THAT the Proposed Mandate shall take effect from this resolution and shall only continue to be in force until:-
 - the conclusion of the next annual general meeting of the listed issuer following the general meeting at which such Proposed Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next annual general meeting after that date 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
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.
 And THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate."
- RETAINING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS:-**
 - "THAT approval be and is hereby given to Dato' Noordin Bin Md. Noor 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."
 - "THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Mr. Saw Chin Eng 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."
 - "THAT approval be and is hereby given to Madam Teoh Siew Tin to continue to act as an Independent Non-Executive Director of the Company after the cumulative term of nine (9) years, in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."
- To transact any other business of which due notices shall have been given.

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Notice Of Dividend Entitlement

NOTICE IS HEREBY GIVEN that a First and Final single tier Dividend of 1 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 August 2016, if approved, will be paid on 21 March 2017 to depositors registered in the Record of Depositors at the close of business on 27 February 2017.

A depositor shall qualify for entitlement to the Dividend only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 27 February 2017 in respect of transfers.
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board,

Chee Wai Hong (BC/C/1470)
Foo Li Ling (MAICSA 7019557)

Company Secretaries
 Penang
 Date: 22 December 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 Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy (subject to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- To be valid, the proxy form duly completed must be deposited at the registered office of the Company, 51-53-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- 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 57 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 Notes 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.

Ordinary Resolution 5

The Proposed Ordinary Resolution 5 is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a resolution be passed to re-appoint Dato' Seri Ong Choo Hoon who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next AGM of the Company. This resolution shall be effective if passed by majority of not less than three-fourth of such shareholders of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the AGM of the Company.

Explanatory Notes on Special Business:

Ordinary Resolution 7

Subject to exceptions provided in the Companies Act, 1965, the Directors would have to call for a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose as they consider would be in the interest of the Company.

The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Nineteenth AGM held on 19 January 2016 and which will lapse at the conclusion of the Twentieth AGM to be held on 19 January 2017. A renewal of this authority is being sought at the Twentieth AGM under proposed Resolution 7.

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).

Ordinary Resolution 8

The proposed resolution in relation to Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature which is to be reviewed annually will eliminate the requirement for the Company to make regular announcements and convene separate general meetings from time to time in respect of the aforesaid Related Party Transactions.

Ordinary Resolutions 9 and 10

The Board has via the Nominating Committee, assessed the independence of the following Directors, who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
Ordinary Resolution 9: Dato' Noordin Bin Md. Noor

- He 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 check and balance, and brings an element of objectivity to the Board.
- He performs his duty diligently and in the best interest of the Company without being subject to influence of management.
- He devotes sufficient time and attention to his professional obligations for an informed and balance decision making.
- He has vast experience in the various industries the Group is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgement.
- He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- He has a good and thorough understanding of the main drivers of the business in a detailed manner.

Ordinary Resolution 10: Mr. Saw Chin Eng

He 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 check and balance, and brings an element of objectivity to the Board.

- His vast experience in the accounting and audit industry enable him to provide the Board with a diverse set of experience, expertise and independent judgement.
- He understands the Company's industry well and is able to contribute to the effective management of the Company's business activities.
- He consistently challenged management in an effective and constructive manner and provide an independent voice on the board.
- He keeps a distance from management in overseeing and monitoring execution of strategy without being subject to influence of management.

Ordinary Resolutions 11

The Board has via the Nominating Committee, assessed the independence of Madam Teoh Siew Tin, who has served as an Independent Non-Executive Director of the Company since 30 October 2008 and will reach the nine years term limit on 29 October 2017, and recommended her to continue to act as Independent Non-Executive Directors of the Company after the said nine years term based on the following justifications:-
Ordinary Resolution 11: Madam Teoh Siew Tin

- She fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, she would be able to function as check and balance, and brings an element of objectivity to the Board.
- Her vast experience in the accounting, finance, corporate tax planning, licensing, administrative and corporate services including human resources management, corporate communications, information technology, credit control and debt recover, equity call and fund raising, mergers and takeovers and feasibility study of projects enable her to provide the Board with a diverse set of experience, expertise and independent judgement.
- She understands the Company's industry well and is able to contribute to the effective management of the Company's business activities.
- She consistently challenged management in an effective and constructive manner and provide an independent voice on the board.
- She keeps a distance from management in overseeing and monitoring execution of strategy without being subject to influence of management.