



## NOTICE OF TWELFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting ("12<sup>th</sup> AGM") of the Company will be held at Kristal Ballroom 1, Level 1, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Tuesday, 24 January 2017 at 10:00 a.m. for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 August 2016 together with the Reports of the Directors and the Auditors thereon.
- To declare a Single Tier final dividend of 2 sen per ordinary share of RM0.50 each and a Single Tier special dividend of 1 sen per ordinary share of RM0.50 each for the financial year ended 31 August 2016. (Resolution 1)
- To approve the payment of Directors' fees for the financial year ended 31 August 2016. (Resolution 2)
- To re-elect the following Directors who are retiring in accordance with Article 84 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah; (Resolution 3)
  - Mr. Tan Teng Heng; (Resolution 4)
  - Mr. Tan Ching Kee; and (Resolution 5)
  - Dato' Ir. Mohd Ghazali Bin Kamaruzaman. (Resolution 6)
- To re-elect Datuk Ahmad Nizam Bin Salleh who is retiring in accordance with Article 91 of the Company's Articles of Association and being eligible, has offered himself for re-election. (Resolution 7)
- To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 8)

### As Special Business

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

#### 7. ORDINARY RESOLUTION NO. 1

##### AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 (Resolution 9)

"That subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the 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 the passing of this Resolution and continue to be in force until conclusion of the next Annual General Meeting of the Company."

#### ORDINARY RESOLUTION NO. 2

##### PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE UP TO 10% OF ITS OWN SHARES IN THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY") (Resolution 10)

"That subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, if applicable, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of shares purchased does not exceed 10% of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits and share premium account of the Company based on the latest audited financial statements and/or the latest Management account of the Company (where applicable) available, upon such terms and conditions as set out in the Statement to Shareholders dated 28 December 2016; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

That authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and will only continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, 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 resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

And that authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase."

#### ORDINARY RESOLUTION NO. 3

##### RETENTION OF DATO' AMIN RAFIE BIN OTHMAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY (Resolution 11)

"That Dato' Amin Rafie Bin Othman be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2012."

#### ORDINARY RESOLUTION NO. 4

##### RETENTION OF DATO' YEONG KOK HEE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY (Resolution 12)

"That Dato' Yeong Kok Hee be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance 2012."

#### SPECIAL RESOLUTION

##### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (Resolution 13)

"That the Proposed Amendments to the Company's Articles of Association as set out in Appendix I which is circulated to the shareholders of the Company together with the Annual Report in respect of the financial year ended 31 August 2016 be and are hereby approved and adopted and that the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."

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

### NOTICE OF BOOK CLOSURE

**NOTICE IS ALSO HEREBY GIVEN** that a Single Tier final dividend of 2 sen per ordinary share of RM0.50 each and a Single Tier special dividend of 1 sen per ordinary share of RM0.50 each for the financial year ended 31 August 2016 will be payable on 1 March 2017 to depositors whose names appear in the Record of Depositors at the close of business on 3 February 2017 if approved by the members at the 12<sup>th</sup> AGM.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 3 February 2017 in respect of ordinary transfers; and
- 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

**CHUA SIEW CHUAN (MAICSA 0777689)**

**PAN SENG WEE (MAICSA 7034299)**

Company Secretaries

Kuala Lumpur

Dated : 28 December 2016

### Explanatory Notes to Special Business:-

#### 1. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 12<sup>th</sup> AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the 11<sup>th</sup> AGM of the Company held on 28 January 2016 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

The Company is actively exploring opportunities to broaden its earnings potential. The proceeds raised from the General Mandate will provide flexibility to the Company 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 acquisitions.

#### 2. Proposed Renewal of Share Buy-back Authority

The proposed Ordinary Resolution 10, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at any point of time, by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Please refer to the Statement to Shareholders dated 28 December 2016 for more information.

#### 3. Approval to Continue in Office as Independent Director

##### (a) Dato' Amin Rafie Bin Othman

Dato' Amin Rafie Bin Othman was appointed as Independent Non-Executive Director of the Company on 26 October 2007 and his tenure as an Independent Non-Executive Director of the Company had exceeded a cumulative term of nine (9) years. In accordance with the MCGG 2012, the Board of Directors of the Company, after having assessed the independence of Dato' Amin Rafie Bin Othman, regarded him to be independent, based amongst others, the following justifications and recommends that Dato' Amin Rafie Bin Othman be retained as Independent Non-Executive Director of the Company:-

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board of Directors is of the opinion that Dato' Amin Rafie Bin Othman is an important Independent Non-Executive Director of the Board in view of his incumbent experience in investment/asset management, familiarity with the Group's activities and corporate history. He has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director.

##### (b) Dato' Yeong Kok Hee

Dato' Yeong Kok Hee was appointed as Independent Non-Executive Director of the Company on 26 October 2007 and his tenure as an Independent Non-Executive Director of the Company had exceeded a cumulative term of nine (9) years. In accordance with the MCGG 2012, the Board of Directors of the Company, after having assessed the independence of Dato' Yeong Kok Hee, regarded him to be independent, based amongst others, the following justifications and recommends that Dato' Yeong Kok Hee be retained as Independent Non-Executive Director of the Company:-

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board of Directors is of the opinion that Dato' Yeong Kok Hee is an important Independent Non-Executive Director of the Board in view of his strategic relationships and alliances with the senior management of the financial and government sectors, familiarity with the Group's activities and corporate history. He has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director.

#### 4. Proposed Amendments to the Articles of Association of the Company (hereinafter referred to as "the Proposed Amendments")

The Proposed Amendments are to streamline the Company's Articles of Association to be aligned with the amendments to the Bursa Securities Main Market Listing Requirements, and to incorporate the necessary amendments to ensure clarity and consistency with the relevant regulatory provisions.

Please refer to Appendix I which is circulated to the shareholders of the Company together with the Annual Report in respect of the financial year ended 31 August 2016 for more information.

### Notes :-

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 17 January 2017 shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 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 shall not apply to the Company. Where a member appoints two (2) proxies to attend and vote at the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which, the appointment shall be invalid.
- 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 the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy but subject to a maximum of two (2) in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.