

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT LEVEL 9, CLASSIC 1 BANQUET MEETING HALL, HOTEL CLASSIC, 69 JALAN ALI, 84000 MUAR, JOHOR DARUL TAKZIM ON WEDNESDAY, 25 JANUARY 2017 AT 11.00 A.M. FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES:-

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 the Auditors thereon. *(Please refer to Note A)*
- To approve the payment of Directors' fees for the financial year ended 31 August 2016. *(Ordinary Resolution 1)*
- To declare a final single tier tax exempt dividend of 15% in respect of the financial year ended 31 August 2016. *(Ordinary Resolution 2)*
- To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-
Chua Fen Fatt *(Ordinary Resolution 3)*
Mohd Khasan Bin Ahmad *(Ordinary Resolution 4)*
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to determine their remuneration. *(Ordinary Resolution 5)*

AS SPECIAL BUSINESS

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

- Ordinary Resolution
Renewal of Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965
"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of the Bursa Malaysia Securities Berhad and all other applicable laws, regulations and guidelines, the Directors of the Company be and are hereby given full authority, pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company. *(Ordinary Resolution 6)*
- Special Resolution
Proposed amendments to the Articles of Association of the Company
"THAT the proposed amendments to the Company's Articles of Association ("Proposed Amendments") as set out in the Appendix 1 attached to the Annual Report 2016 be and is hereby approved. *(Special Resolution 1)*
AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments."
- To transact any other ordinary business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Ninth Annual General Meeting, the proposed final single tier tax exempt dividend of 15% in respect of the financial year ended 31 August 2016, will be paid on 16 February 2017 to depositors registered in the Record of Depositors of the Company at the close of business on 31 January 2017.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 January 2017 in respect of ordinary transfers; or
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Ninth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository) in accordance with Article 12B of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 17 January 2017. Only a depositor whose name appears on the Record of Depositors as at 17 January 2017 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

BY ORDER OF THE BOARD

Pang Kah Man
(MIA 18831)
Secretary

Muar, Johor Darul Takzim
29 December 2016

Notes:-

- This Agenda item is meant for discussion only as provision of Section 169(1) of the Companies Act 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.
 - To be valid, the form of proxy, duly completed must be deposited at the Registered Office of the Company at No. 7, (1st Floor), Jalan Pesta 1/1, Taman Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not less than forty-eight (48) hours before the time of the Ninth Annual General Meeting.
 - In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
 - A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Annual General Meeting provided that the provisions of Section 149(1)(c) of the Companies Act 1965 are complied with.
 - Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 - If the appointer is a corporation, the form of proxy must be executed 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 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.
 - Only members registered in the Record of Depositors as at 17 January 2017 shall be eligible to attend the Ninth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

Explanation Note on Special Business:-

9. Ordinary Resolution no. 6

Renewal of Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

- The proposed Ordinary Resolution no. 6 under Item 6, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
- The mandate now sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 28 January 2016 which will expire at the conclusion of the forthcoming Annual General Meeting.
- The Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.
- The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

10. Special Resolution no. 1

Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution no. 1 is intended to streamline the Company's Articles of Association to be aligned with the recent amendments to Chapter 9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 31 December 2015 as well as to enhance administrative efficiency. Further details on the Proposed Amendments are provided in the Appendix 1 attached to the Annual Report 2016.