



**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting of the Company will be held at Dahlia 1 (Level 2), Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Tuesday, 7 March 2017 at 11.00 a.m. to transact the following businesses :

**AS ORDINARY BUSINESS**

1. To receive the audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note (a))
2. To approve the payment of Directors' Fees of RM241,000.00 in respect of the financial year ended 31 December 2016. (Resolution 1)
3. To re-elect the following Directors:-
  - 3.1 Mr. Gan Chia Siang who retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 2)
  - 3.2 Tan Sri Hussin bin Haji Ismail retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 3)
  - 3.3 Mr. Ng Wan Cher @ Ng Guan Cher retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
4. To appoint Auditors and to authorise the Directors to fix their remuneration.  
Special Notice pursuant to Sections 322 and 280(2)(b)(ii) of the Companies Act, 2016, a copy of which is set out and marked "Annexure A", has been received by the Company to propose the following Ordinary Resolution:  
"THAT Messrs SJ Grant Thornton (AF 0737), be and are hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs Ernst & Young (AF 0039), to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors." (Resolution 5)

**AS SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution:
  - a) Ordinary Resolution - Authority To Directors To Issue Shares  
"THAT pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby empowered to issue shares in the Company, at any 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 capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act, 2016, whichever is the earlier." (Resolution 6)
  - b) Ordinary Resolution - Continuing In Office As Independent Non-Executive Director  
"THAT authority be and is hereby given to Mr. Teo Chee Kok, 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 7)
6. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

HO MENG CHAN (MACS 00574)  
WU SIEW HONG (MAICSA 7039647)  
Secretaries

Petaling Jaya,  
Selangor Darul Ehsan.  
13 February 2017

**Notes: -**

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint any person or persons to be his/her proxy or proxies to attend and vote in his/her stead. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
- 2) The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- 3) If there is no indication as to how you wish your vote(s) to be cast, the proxy may vote or abstain from voting at his/her discretion.
- 4) The instrument appointing a proxy must be duly executed and deposited at the Registered Office of the Company at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- 5) Depositors who appear in the Record of Depositors as at 28 February 2017 shall be regarded as Member of the Company entitled to attend the Twenty-Third Annual General Meeting or appoint a proxy or proxies to attend and vote on his behalf.

**EXPLANATORY NOTES**

a) This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

b) Ordinary Resolution - Resolution on Authority To Directors To Issue Shares

The proposed resolution 6 under item 5 of the agenda, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act, 2016, whichever is the earlier."

The proposed Resolution is to seek a renewal of the General Mandate for the issue of new ordinary shares which was approved by the shareholders at the Twenty-Second Annual General Meeting.

At the date of this notice, no new shares in the Company were issued pursuant to the general authority to the Directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Twenty-Second Annual General Meeting held on 24 June 2016 and which will lapse at the conclusion of the Twenty-Third Annual General Meeting.

With this renewed General Mandate, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions.

c) Ordinary Resolution -Continuing In Office As Independent Non-Executive Director

Mr. Teo Chee Kok was appointed as Independent Non-Executive Director of the Company on 14 January 2008, and has, therefore served for more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He does not have any conflict of interest with the Company and has not been entering/ is not expected to enter into contract with the Company. He has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director. As such, the Board believes that he should be retained as Independent Non-Executive Director.