

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting ("AGM") of the Company will be held at Banyan and Casuarina Room, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 5 May 2017 at 10.00 a.m. to transact the following business:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees of RM106,000.00 for the financial year ended 31 December 2016. **Ordinary Resolution 1**
3. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Director up to an amount of RM29,760.00 from 1 January 2017 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors who are retiring by rotation in accordance with Article 77 of the Company's Articles of Association of the Company and, who being eligible, offer themselves for re-election:
(a) Dato' Haji Mokhtar Bin Haji Samad **Ordinary Resolution 3**
(b) Tang Ying See **Ordinary Resolution 4**
5. To re-appoint Messrs Folks DFK & Co. as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. **RETENTION OF DATO' HAJI MOKHTAR BIN HAJI SAMAD AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 6**
"THAT approval be and is hereby given to Dato' Haji Mokhtar bin Haji Samad, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
7. **RETENTION OF CHAN WAN SIEW AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 7**
"THAT approval be and is hereby given to Chan Wan Siew, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
8. **RETENTION OF AU CHUN CHOONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 8**
"THAT approval be and is hereby given to Au Chun Choong, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
9. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")** **Ordinary Resolution 9**
"THAT subject always to the Act, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

By Order of the Board
WONG WAI FOONG (MAICSA 7001358)
CHEN MOI KEW (MIA 6359)
NG HARN SHIN (MIA 22427)
Company Secretaries
Petaling Jaya
5 April 2017

Notes on the Appointment of Proxy:

1. For the purpose of determining a member who shall be entitled to attend this Twenty-Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(2) of the Company's Articles of Association and Section 341(i) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 28 April 2017. Only a depositor whose name appears on the Record of Depositors as at 28 April 2017 shall be entitled to attend the said meeting and to speak or vote thereat.
2. A member entitled to attend and vote at this meeting is entitled to appoint one (1) proxy or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
4. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Share Registrar of the Company, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than twenty-four (24) hours, i.e. before 11.00 a.m. on Thursday, 4 May 2017, and in default the instrument of proxy shall not be treated as valid.

Explanatory Notes to Ordinary Business:

1. **Item 1 of the Agenda – Receipt of Report and Audited Financial Statements**
Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

Explanatory Notes to Special Business:

2. **Ordinary Resolution 6 – Retention of Dato' Haji Mokhtar bin Haji Samad as Independent Non-Executive Director**
In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, the Nominating Committee has assessed the independence of Dato' Haji Mokhtar bin Haji Samad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for their continuing in office as Independent Directors are set out under the Statement of Corporate Governance in the Company's Annual Report 2016.
3. **Ordinary Resolution 7 – Retention of Chan Wan Siew as Independent Non-Executive Director**
In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, the Nominating Committee has assessed the independence of Chan Wan Siew, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for their continuing in office as Independent Directors are set out under the Statement of Corporate Governance in the Company's Annual Report 2016.
4. **Ordinary Resolution 8 – Retention of Au Chun Choong as Independent Non-Executive Director**
In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, the Nominating Committee has assessed the independence of Au Chun Choong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for their continuing in office as Independent Directors are set out under the Statement of Corporate Governance in the Company's Annual Report 2016.
5. **Ordinary Resolution 9 – Authority to allot shares pursuant to Sections 75 and 76 of the Act**
The proposed Ordinary Resolution No. 9 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, from the date of the above meeting, to allot ordinary shares of not more than ten percent (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for general funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.
As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Twenty-Fourth Annual General Meeting. The Company did not allot any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.