

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of the Company will be held at Dewan Cempaka, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, 68000 Ampang Jaya, Selangor Darul Ehsan on Wednesday, 17 May 2017 at 10.00 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' benefits.
- To re-elect the following Directors retiring in accordance with the Company's Constitution:-
 - Datuk Syed Hussain bin Syed Junid (Article 103)
 - Madam Tan Sae Eng (Article 103)
 - Datuk Sheikh Fahmi bin Sheikh Jaafar (Article 103)
 - Ir. Abd Rashid bin Md Sidek (Article 109)
- To appoint Messrs. S.J Grant Thornton as Auditors of the Company and authorise the Directors to determine their remuneration.
- To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES

"THAT pursuant to Section 75 of the Companies Act 2016, the Directors be and are hereby authorised to allot shares in the Company at any time until the conclusion of the next Annual General Meeting and under 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 allotted does not exceed 10 per centum of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment."

ORDINARY RESOLUTION - PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the inter-alia, the Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.5 of Proposed Shareholders' Mandate in the Circular to Shareholders dated 21 April 2017 ("Recurrent RPTs") provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to a subscription as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

ORDINARY RESOLUTION - PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME TO TAN KAY ZHUIN

"THAT the Board of Directors ("Board") of the Company be and is hereby authorised at any time and from time to time to offer and to grant Tan Kay Zhuin, an employee of the Company and a person connected to Tan Sri Datuk Tan Kean Soon, a maximum of 3,800,000 options to subscribe for Ordinary Shares of the Company under the employees' share option scheme ("ESOS") subject always to the following provisions:

- the number of Ordinary Shares to be made available under the ESOS shall not exceed in aggregate ten percent (10%) of the total issued and paid-up share capital (excluding treasury shares) of the Company any point in time during the period of ten (10) years from the date the Scheme takes effect.
- not more than 50% of the total number of Ordinary Shares to be issued pursuant to the Scheme would be allocated, in aggregate, to him and senior management who are eligible for participation in the ESOS;
- he must not participate in the deliberation, discussion or otherwise decision-making in relation to his own allocation of the number of Ordinary Shares at pre-determined price to be offered to him under the ESOS;
- not more than ten percent (10%) of the Ordinary Shares of the Company available under the ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected (as defined in the Listing Requirements) with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the ESOS and any prevailing guidelines issued by Bursa Malaysia Securities Berhad, the Main Market Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board be and is hereby further authorised to allot and issue such number of Ordinary Shares pursuant to the ESOS to him from time to time pursuant to the exercise of such options."

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

BY ORDER OF THE BOARD

**SEOW FEI SAN
KANG SHEW MENG**
Secretaries

Petaling Jaya

21 April 2017

Notes:

- Only depositors whose names appear on the Record of Depositors as at 9 May 2017 shall be entitled to attend, speak and vote at the meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at the meeting shall not be entitled to appoint more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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 known as an 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar's Office at Troar Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory notes:

Ordinary Resolution 1 - Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The benefits of the Non-Executive Directors of the Company consist of:

- Meeting allowance for each Board/Board Committee/general meeting attended; and
- Directors' Liability Insurance.

For information, the shareholders had at Twelfth Annual General Meeting approved the following:

- Total Payment of Directors' fee of RM199,786.00 to Non-Executive Directors for the financial year ended 31 December 2015.
- Directors' fee of RM45,000.00 per Director per annum to the Non-Executive Directors for their services as Directors of the Company effective from 1 January 2016.

Ordinary Resolution 7 - Authority to Allot Shares

At last year's Twelfth Annual General Meeting held on 20 May 2016, authority was given to Directors to allot and issue no more than 10% of the issued share capital of the Company. As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted, accordingly the mandate will lapse at the conclusion of the Thirteenth Annual General Meeting.

The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue shares of the Company for such purposes as the Directors may deem fit and in the interest of the Company. 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.

The 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.

Ordinary Resolution 8 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 21 April 2017, which is despatched together with the Company's Annual Report 2016.

Ordinary Resolution 9 - Proposed Allocation of Employees' Share Option Scheme to Tan Kay Zhuin

The proposed Ordinary Resolutions No. 9, if passed, will empower the Directors of the Company to offer and grant to Tan Kay Zhuin, who is the employee of the Company after the implementation of the ESOS in 2016 the right to subscribe for such number of new ordinary shares in the Company pursuant to the ESOS in the manner provided in the Bylaws of ESOS.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

Resolution 9