

NOTICE IS HEREBY GIVEN that the Thirty Third Annual General Meeting of the Company will be held at Room 5 First Floor, Impiana Hotel Ipoh, 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Saturday, 20 May 2017 at 12.00 noon for the following purposes :

Ordinary Business

To consider, and if thought fit, to pass the following Ordinary Resolutions :

1. That the financial statements for the year ended 31 December 2016 together with the reports of the Directors and Auditors, be and are hereby received and adopted.
2. That the final single tier dividend of 4 sen per ordinary share in respect of the year ended 31 December 2016 as recommended by the Directors, be and is hereby approved.
3. That Dato Mohd Salleh bin Hashim, who retires in accordance with Article 70 of the Company's Articles of Association, be and is hereby re-elected a Director of the Company.
4. That Haji Abdullah bin Yusof, who was re-appointed a Director in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting, be and is hereby re-appointed a Director of the Company.
5. That Dato Robert Lim Git Hooi, who was re-appointed a Director in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting, be and is hereby re-appointed a Director of the Company.
6. That Dato Shaharuddin bin Haron, who was re-appointed a Director in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting, be and is hereby re-appointed a Director of the Company.
7. That Dato Haji Mohamad Tahiruddin bin Mohd Tahir, who was re-appointed a Director in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting, be and is hereby re-appointed a Director of the Company.
8. That Dato Chew Chee Kin, who was re-appointed a Director in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting, be and is hereby re-appointed a Director of the Company.
9. That pursuant to Section 230 of the Companies Act, 2016 and Article 76 of the Company's Articles of Association, payment of the following from 31 January 2017 until the next Annual General Meeting of the Company be and are hereby approved :
 - a) Directors fees for the year ended 31 December 2016 by way of remuneration for their services, be and is hereby determined at a sum of RM40,000.00 to each of the Directors and RM50,000.00 to the Executive Chairman.
 - b) Directors fees of R M42,000.00 per annum to the Independent Non-Executive Chairman of the Audit Committee and RM36,000.00 per annum to each of the remaining two Independent Non-Executive Directors of the Audit Committee.
 - c) Attendance fees of RM500.00 to each and every Director for attending every Board meeting and every Committee Meeting.

10. That HLB Ler Lum, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed the Company's Auditors for the period until the conclusion of the next Annual General Meeting and that the remuneration to be paid to them be fixed by the Board.

Special Business

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

11. That subject to the passing of Ordinary Resolution 4, Haji Abdullah bin Yusof, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years be and is hereby retained as an Independent Non-Executive Director of the Company.

12. That subject to the passing of Ordinary Resolution 5, Dato Robert Lim Git Hooi, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years, be and is hereby retained as an Independent Non-Executive Director of the Company.

13. That subject to the passing of Ordinary Resolution 6, Dato Shaharuddin bin Haron, who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years, be and is hereby retained as an Independent Non-Executive Director of the Company.

14. That subject always to the Companies Act 2016, the Company's Articles of Association and the approval of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes, to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 33rd Annual General Meeting to be held on 20 May 2017, the final single tier dividend of 4 sen per ordinary share in respect of the year ended 31 December 2016, will be paid on 14 July 2017 to shareholders whose names appear in the Record of Depositors on 30 June 2017.

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

- a) Shares deposited to the Depositor's Securities Account before 12.30 p.m. on 27 June 2017 in respect of the shares exempted from mandatory deposit;
- b) Shares transferred to the Depositor's Securities Account on or before 4.00 p.m. on 30 June 2017 in respect of ordinary transfers; and
- c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Liew Thong Sin (MIA1310)
Secretary
Ipoh, Perak Darul Ridzuan
Date : 27 April 2017

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote by poll instead of him.
2. The proxy form (as enclosed) must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for the meeting or any adjournment thereof.
4. A corporation must complete the proxy form under its common seal or under the hand of a duly authorised officer or attorney.
5. Pursuant to Paragraph 8.29A91) of the Main market Listing requirements of Bursa Malaysia securities Berhad, all the resolutions set out in the Notice of Meeting will be put to vote by poll. A scrutineer shall be appointed to verify and validate the votes cast.
6. The profile of the Directors (together with their attendance in Board Meetings) standing for re-election/re-appointment as Directors of the Company under Resolutions 3 to 8 are shown on page 4 to page 6 of the Company's 2016 Annual Report.

Statement Accompanying Notice of Meeting

Re-appointment of Directors retiring at the conclusion of this annual general meeting.

The ordinary resolutions proposed under items 4,5,6,7 and 8 are to seek shareholders' approval on the re-appointment of Haji Abdullah bin Yusof, Dato Robert Lim Git Hooi, Dato Shaharuddin bin Haron, Dato, Haji Mohamad Tahiruddin bin Mohd Tahir and Dato Chew Chee Kin, who were re-appointed Directors of the Company in accordance with Section 129(6) of the Companies Act, 1965 at the last annual general meeting to hold office until the conclusion of this annual general meeting. The five Directors being eligible have offered themselves for re-appointment and the passing of the proposed ordinary resolutions will enable them to continue in office from the date of this annual general meeting onwards. The new Companies Act, 2016 has no age limit for directors.

Explanatory Notes on Special Businesses

Retention of Directors as Independent Non-Executive Directors of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

The ordinary resolutions proposed under items 11, 12 and 13, if passed, will enable Haji Abdullah bin Yusof, Dato Robert Lim Git Hooi and Dato Shaharuddin bin Haron to continue as Independent Non-Executive Directors notwithstanding that they had served the Board as Independent Non-Executive Directors for a term of more than nine years. The Board strongly believes that a director's independence cannot be determined arbitrarily with reference only to the tenure of service. To qualify as independent, a director must be independent in character and judgment, independent of management and free from any relationship or circumstances as set out in Chapter 1 of the Listing Requirements, which are likely to affect or appear to affect his or her independent judgment. Following an assessment, the Board concluded that the three Directors' length of service does not interfere with their exercise of independent judgment and ability to act in the best interests of the shareholders. In addition, the Board believes that their knowledge of the Group's businesses and their

proven commitment, experience and competence will greatly benefit the Company. The three Directors concerned had declared their independence and their desire to continue as Independent Non-Executive Directors of the Company. The Board has recommended they continue to act as Independent Directors based on the following justifications :-

- They have fulfilled the criteria under the definition of Independent Directors as stated in the Listing Requirements and they will continue to function as a check and balance, providing an element of objectivity to the Board;
- They have experiences in a diverse range of businesses thereby providing constructive opinion, independent judgment and acting in the best interest of the Company; and
- They have devoted sufficient time and attention to the affairs of the Company.

Authority to allot and issue shares

The Ordinary Resolution proposed under item 11 of the Agenda, if passed, will give a renewed mandate to the Directors of the Company from the date of the forthcoming AGM, to allot and issue ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 from time to time, provided that the total number of new ordinary shares to be issued does not exceed 10% of the total number of issued and paid up share capital of the Company.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 28 May 2016 which will lapse at the conclusion of the forthcoming AGM.

The Board is always on the lookout for opportunities to broaden the Company's operating base and earnings potential. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors will have to convene a general meeting to approve the issuance of new shares even though the number may be less than 10% of the total issued and paid up share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered expedient that the Directors be empowered, as proposed in Resolution 14, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding investment project(s) and/or acquisition(s).