

## Notice of 7<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 7<sup>th</sup> Annual General Meeting of the Company will be held at Dillenia Room, Sime Darby Convention Centre, Ground Floor, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Monday, 22 May 2017 at 10.00 a.m. for the transaction of the following businesses:-

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation in accordance with Article 95 of the Company's Constitution and who being eligible offer themselves for re-election:-  
(i) Dato' Azizan bin Jaafar; and **Resolution 1**  
(ii) Mr Bernard Lim Soon Chiang **Resolution 2**
- To re-appoint Y.M. Tunku Alizan bin Raja Muhammad Alias who retires by rotation in accordance with Article 101 of the Company's Constitution and who being eligible offers himself for re-election. **Resolution 3**
- To re-appoint BDO as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors of the Company to determine their remuneration. **Resolution 4**
- To approve the payment of Directors' fee amounting to RM360,000 in respect of the financial year ended 31 December 2016. **Resolution 5**

#### Special Business

- To consider and if thought fit, to pass, with or without modifications, the following Ordinary Resolution:-

#### Authority to issue shares pursuant to Section 75 of the Companies Act, 2016

"**THAT** subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and the approvals from the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to Section 75 of the Act, to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever 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/total number of voting shares 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.

**AND THAT** the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the aforesaid mandate." **Resolution 6**

- To consider and if thought fit, to pass, with or without modifications, the following Ordinary Resolution:-

#### Proposed Renewal of Authority for Share Buy-Back

"**THAT** subject to the Companies Act, 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant regulatory authorities, the Company be and is hereby unconditionally and generally authorised to exercise a buy-back of its ordinary shares as determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board in their discretion deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back") PROVIDED THAT:-

- the maximum number of ordinary shares which may be purchased and/or held by the Company shall be equivalent to 10% of the total number of issued shares of the Company at the point of purchase;
- the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the aggregate of the retained profits of the Company as at 31 December 2016;
- the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-
  - the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at a general meeting, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date is required by law to be held; or

- revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the MMLR and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- upon completion of the purchase(s) of its shares by the Company, the Board be and is hereby authorised to:-
  - cancel the shares so purchased; or
  - retain the shares so purchased as treasury shares, either to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities and/or for cancellation subsequently; or
  - retain part of the shares so purchased as treasury shares and cancel the remainder; or
  - deal in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the MMLR and any other relevant authority for the time being in force.

**AND THAT** the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company." **Resolution 7**

- To transact any other business that may be transacted at an Annual General Meeting, due notice of which shall have been given in accordance with the Companies Act, 2016 and the Constitution of the Company.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 7<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(ii) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors ("ROD") as at 16 May 2017. Only a depositor whose name appears on the ROD as at 16 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### BY ORDER OF THE BOARD

**TONG SIUT MOI**  
**MAICSA 7024173**  
Company Secretary

Selangor Darul Ehsan  
28 April 2017

#### Notes:-

- A proxy may, but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.
- Subject to paragraphs (4) and (5) below, a member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend this meeting and vote in his stead. Where a holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies 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 holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority shall be deposited at the Registered Office of the Company at H-73-1, Blok H, Jalan Teknologi 3/9, Bistari 'De' Kota, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than twenty-four (24) hours before the time appointed for taking of poll.