

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at Meeting Room 1 at Level 1, Vistana Penang Bukit Jambul, 213 Jalan Bukit Gambir, 11950 Bukit Jambul, Penang, Malaysia on Wednesday, 24 May 2017 at 9.00 a.m. for the following purposes:-

A G E N D A

- To receive the Audited Financial Statements of the Company for the year ended 31 December 2016 together with the Reports of the Directors and of the Auditors thereon. (Please refer to Note A)
- To declare a Single Tier Final Dividend of 3.5 sen per share for the year ended 31 December 2016. (Resolution 1)
- To approve the additional payment of Directors' Fee of RM43,000/- for the financial year ended 31 December 2016. (Resolution 2)
- To approve the payment of Directors' Fee of up to RM378,000/- for the period from 1 January 2017 until the next Annual General Meeting of the Company. (Resolution 3)
- To approve the Directors' benefits (excluding Directors' Fee) payable of up to RM101,000/- for the period from 1 January 2017 until the next Annual General Meeting of the Company. (Resolution 4)
- To re-elect the following Directors retiring under the respective provision of the Articles of Association of the Company and who, being eligible offer themselves for re-election:-
 - Mr. Wu, Mao-Yuan Article 97(1) (Resolution 5)
 - Mr. Sung, Cheng-Hsi Article 97(1) (Resolution 6)
 - Ms. Joyce Wong Ai May Article 104 (Resolution 7)
 - Mr. Yin, Chih-Chu also known as Laurence Yin Article 104 (Resolution 8)
 - Mr. Lee Yoke Khay Article 104 (Resolution 9)
- To appoint Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration:-

Notice of Nomination pursuant to Section 271(1) of the Companies Act 2016, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs Baker Tilly Monteiro Heng for appointment as Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Horwath and of the intention to move the following motion to be passed as an Ordinary Resolution:-

"THAT Messrs Baker Tilly Monteiro Heng be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Horwath to hold office until the conclusion of the next Annual General Meeting AND THAT authority be and is hereby given for the Directors to determine their remuneration."

SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:-

Ordinary Resolutions

- Authority to Issue Shares** (Resolution 11)

"That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
 - Renewal of Authority to Purchase its own Shares** (Resolution 12)

"That subject to the Companies Act 2016, provisions of the Company's Memorandum and Articles of Association ("M&A") and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

 - The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
 - The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the financial year ended 31 December 2016, the audited retained profits of the Company stood at RM16,797,964/-;
 - The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
 - Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act 2016, provisions of the Company's M&A, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the Single Tier Final Dividend of 3.5 sen per share for the financial year ended December 31, 2016, if approved, will be paid on 20 June 2017 to depositors registered in the Records of Depositors on 30 May 2017:-

A Depositor shall qualify for entitlement to the Dividend in respect of:-

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 May 2017 in respect of transfers;
- shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities.

By Order of the Board

HOW WEE LING (MAICSA 7033850)
OOI EAN HOON (MAICSA 7057078)

Secretaries
Penang

Date: 28 April 2017

Notes:-

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
- For the purpose of determining a member of the Company who shall be entitled to attend and vote at this 15th Annual General Meeting, the Company shall be requesting the Record of Depositors as at 16 May 2017. Only a depositor whose name appears on the Record of Depositors as at 16 May 2017 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

Proxy:-

- A member of the Company (except an Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang at least 24 hours before the time set for holding the Meeting or any adjournments thereof.

Explanatory Note On Special Business:

- Resolution pursuant to Authority to Issue Shares

The proposed Resolution No. 11 [Item 8(a)], if passed, will grant a renewed general mandate (Mandate 2017) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Mandate 2017 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fourteenth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

- Resolution pursuant to the Authority to Purchase its own Shares

The proposed Ordinary Resolution No. 12 [Item 8(b)], if passed, will give the Company the authority to purchase its own ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first. For further information on the Proposed Renewal of Share Buy-back Mandate, please refer to the Share Buy-Back Statement set out in the Annual Report 2016.