



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 14th Annual General Meeting of the Company will be held at Sri Parak 1 & 2, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia on Monday, 29 May 2017 at 10.00 am for the following purposes:

AGENDA

As Ordinary Business:

- 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 a final single-tier dividend of 0.3 sen per ordinary share in respect of the financial year ended 31 December 2016 as recommended by the Board of Directors. **Resolution 1**
- To approve the following payments to the Directors:
 - Fees of RM409,440 for the financial year ended 31 December 2016. **Resolution 2**
 - Benefits up to RM96,000 from 1 January 2017 until the next Annual General Meeting of the Company. **Resolution 3**
- To re-elect the following Directors retiring in accordance with Article 100(1) of the Company's Articles of Association (Constitution).
 - Datuk Lim Tow Boon. **Resolution 4**
 - Ms. Lam Voon Kean. **Resolution 5**
 - Tan Sri Norazman Hamidun. **Resolution 6**
- To re-appoint the following Directors of the Company:
 - Dato' Mahinder Singh Dulku. **Resolution 7**
 - Mr. Ng Eng Tong. **Resolution 8**
- To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

As Special Business:

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

7. Ordinary Resolution Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares

"THAT pursuant to Section 76 of the Companies Act 2016 and subject to the approvals of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the Annual General Meeting commencing next after the date on which the next Annual General Meeting after that date is required by law to be held whichever is earlier; but any approval may be previously revoked or varied by the Company in general meeting." **Resolution 10**

8. Ordinary Resolution Proposed additional and renewal of Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature

"THAT approval be and is hereby given to the Company and its subsidiaries ("the Group") to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature as specified in Section 2 of the Circular to Shareholders dated 28 April 2017, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate").

THAT the Proposed Shareholders' Mandate 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 the said Annual General Meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

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 or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate." **Resolution 11**

9. Ordinary Resolution Continuation in office as an Independent Non-Executive Director

"THAT Dato' Mahinder Singh Dulku, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained and continued to act as an Independent Non-Executive Chairman of the Company in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting of the Company." **Resolution 12**

10. Ordinary Resolution Proposed grant of options to Ms. Chuah Tong Yi, an employee of the Company and a person connected to Mr. Chuah Kim Chiew, a Director of the Company

"THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time, to offer and grant to Ms. Chuah Tong Yi, an employee of the Company and a person connected to Mr. Chuah Kim Chiew, a Director of the Company, options to subscribe for up to a maximum entitlement of new shares of the Company subject to such terms and conditions as stipulated in the Bye-Laws governing and constituting the Employees' Share Option Scheme launched on 21 October 2009 as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the said Bye-Laws." **Resolution 13**

11. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and Company's Articles of Association (Constitution).

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the shareholders' approval for the payment of a final single-tier dividend of 0.3 sen per ordinary share in respect of the financial year ended 31 December 2016 ("the Dividend") under Resolution 1 at the 14th Annual General Meeting of the Company, the Dividend will be paid to the shareholders on 30 June 2017. The entitlement date for the Dividend shall be 15 June 2017.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- securities transferred into their securities account before 4.00 pm on 15 June 2017 for transfers; and
- securities 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

WOON MEI LING (MAICSA 704773)

Company Secretary
Penang
28 April 2017

Notes:

Appointment of Proxy

- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42-A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint more than one (1) proxy 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 shareholding to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one 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 (1) 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 May 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Resolutions 7 and 8 – Re-appointment of Directors

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors.

At the 13th Annual General Meeting of the Company held on 26 May 2016, Dato' Mahinder Singh Dulku and Mr. Ng Eng Tong, who are above the age of 70, were re-appointed pursuant to Section 129 of the Companies Act 1965 to hold office until the conclusion of the 14th Annual General Meeting. Their term of office will end at the conclusion of the 14th Annual General Meeting and they have offered themselves for re-appointment.

The proposed Resolutions 7 and 8, if passed, will enable Dato' Mahinder Singh Dulku and Mr. Ng Eng Tong to continue to act as Directors of the Company and they shall subject to retirement by rotation at a later date.

Explanatory Notes on Special Business:

Resolution 10 – Authority to allot and issue shares

The proposed Resolution 10, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 May 2016 and which will lapse at the conclusion of the 14th Annual General Meeting.

The renewed general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

Resolution 11 – Proposed additional and renewal of Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature

The proposed Resolution 11, if passed, will enable the Company and its subsidiaries to enter into the recurrent transactions involving the interest of the 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 on terms not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company.

Resolution 12 – Continuation in office as an Independent Non-Executive Director

The proposed Resolution 12, if passed, will allow Dato' Mahinder Singh Dulku to be retained as an Independent Non-Executive Director in line with the Recommendation No. 3.2 of the Malaysian Code on Corporate Governance 2012 and continued as an Independent Non-Executive Chairman of the Company.

Full details of the Board's justifications and recommendations for the retention of Dato' Mahinder Singh Dulku are set out under Corporate Governance Statement in the Company's Annual Report 2016.

Resolution 13 – Proposed grant of options to Ms. Chuah Tong Yi, an employee of the Company and a person connected to Mr. Chuah Kim Chiew, a Director of the Company

The proposed Resolution 13, if passed, will empower the Board of Directors to offer and grant to Ms. Chuah Tong Yi options to subscribe for up to a defined maximum entitlement of new shares of the Company subject to such terms and conditions as stipulated in the Bye-Laws of the Employees' Share Option Scheme.