

**NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First Annual General Meeting of the Company will be held at Danga Bay Convention Centre, Lot PTB21350, Batu 3½ Jalan Skudai, 80200 Johor Bahru, Johor Darul Takzim on Thursday, 15 June 2017 at 11.00a.m. for the purpose of transacting the following businesses:-

**AGENDA**

1. To lay the Audited Financial Statements for the financial year ended 31 DECEMBER 2016 together with the Reports of the Directors and the Auditors thereon. **Please refer Explanatory Note A**
2. To re-elect the following Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association:-
  - i) DYAM Tunku Ismail Ibrani Sultan Ibrahim **(Resolution 1)**
  - ii) Lee Wai Kuen **(Resolution 2)**
  - iii) Lim Foo Seng **(Resolution 3)**
3. To approve the payment of Directors' Fees of RM180,055.00 for the financial year ended 31 DECEMBER 2016. **(Resolution 4)**
4. To approve the payment of Directors' Benefits up to an amount of RM200,000.00 from 1 JANUARY 2017 until the next Annual General Meeting of the Company. **(Resolution 5)**
5. To re-appoint Messrs. KPMG PLT as Auditors for the financial year ending DECEMBER 2017 and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. As Special Business, to consider and if thought fit, to pass the following ordinary resolutions with or without modifications:-

**AUTHORITY PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT subject always to the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Companies Act 2016 to issue shares in the Company, from time to time to such persons and upon 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 issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

**(Resolution 7)**

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND ADDITIONAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 3.3 of the Circular to Shareholders dated 28 April 2017 with the related parties listed in section 3.2 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favourable than those normally available to the public and are not to the detriment of the minority shareholders; AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-

**(Resolution 8)**

- a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting;
- b) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c) revoke or varied by resolution passed by the shareholders in general meeting, whichever is the earlier".

7. To transact any other matter for which due notices have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board  
**Lim Thiam Wah, ACIS**  
**Lim Aik Yong, ACIS**  
Chartered Secretaries  
Johor Bahru  
28 April 2017

**Notes:**

1. Only depositors whose names appear in the General Meeting Record of Depositors as at 31 May 2017 shall be entitled to attend and vote at the 21st Annual General Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy.
4. For 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.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.
8. Explanatory notes on Special Business:-
  - i. The Proposed Resolution 7 if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at 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 Meeting held on 30 June 2016 and which will lapse at the conclusion of the Twenty-First Annual General Meeting. The general mandate 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(s), working capital and/or acquisitions.
  - ii. The Proposed Resolution 8, if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 28 April 2017, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made at on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

**Explanatory Note A:-**

This Agenda is meant for discussion only as under the provisions of Section 248 of the Companies Act, 2016, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.