

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at Grand Summit Ballroom, Level M1, Connexion Conference & Event Centre at The Vertical, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Wednesday, 24 May 2017 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive 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 to Explanatory Note (i)]**
- To re-elect the following Directors who are retiring pursuant to Article 106 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda **Resolution 1**
 - Encik Edwanee Cheah bin Abdullah **Resolution 2**
- To re-elect the following Directors who are retiring pursuant to Article 113 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - Puan Farina binti Farikhullah Khan **Resolution 3**
 - Datuk Abdullah bin Karim **Resolution 4**
- To approve the payment of the proposed revision of the Directors' fees of RM712,000 for the financial year ended 31 December 2016. **Resolution 5**
- To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modification, to pass the following ordinary resolutions:-

6. ORDINARY RESOLUTION NO. 1

- **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Resolution 7**

"**THAT** subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 issued pursuant to this resolution 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 approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

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."

- To transact any other business for which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

CHIN MUN YEE (MAICSA 7019243)

Company Secretaries

Kuala Lumpur
28 April 2017

Explanatory Notes on Ordinary Business/Special Business:

- Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Item 3 of the Agenda

Puan Farina binti Farikhullah Khan and Datuk Abdullah bin Karim were appointed as the Independent Non-Executive Directors of the Company on 18 May 2016 and 1 October 2016 respectively, after due deliberation and discussion by the Nomination Committee and the Board of Directors on various criteria including their experience, expertise, skill sets, competence and value proposition which they could contribute, during the Meetings of Nomination Committee and Board of Directors, respectively.

Please refer to page 46 and 47 of the Annual Report 2016 for further details of Puan Farina binti Farikhullah Khan and Datuk Abdullah bin Karim.

- Item 6 of the Agenda

The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, 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 General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

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 Fourth Annual General Meeting held on 17 May 2016 and which will lapse at the conclusion of the forthcoming Fifth Annual General Meeting.

Notes:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Fifth Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 17 May 2017. Only a depositor whose name appears in the Record of Depositors as at 17 May 2017 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- A member may appoint not more than two proxies to attend the same meeting. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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 or the authorised nominee appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for the 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. Where an exempt authorised nominee appoints two or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Symphony Share Registrar Sdn. Bhd. not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.