



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting of the Company will be held at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 1 June 2017 at 10:00 a.m. for the following purposes:-

### AGENDA

1. 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 Note 7)
2. To re-elect the following Directors, who retire pursuant to Article 105 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - (a) Mr. Quah Teik Jin; (Resolution 1)
  - (b) Dr. Chew Seng Poh; and (Resolution 2)
  - (c) Mr. Wong Loke Lim. (Resolution 3)
3. To re-appoint Messrs. Kreston, John & Gan as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)

#### As Special Business

4. To consider and if thought fit, with or without modifications, to pass the following resolutions:-

(a) **ORDINARY RESOLUTION 1**  
**- PAYMENT OF DIRECTORS' FEES** (Resolution 5)

"THAT the Directors' Fees amounting to RM250,000/- for the financial year ended 31 December 2016, be and is hereby approved for payment."

(b) **ORDINARY RESOLUTION 2**  
**- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016** (Resolution 6)

"THAT the Benefits Payable to the Directors under Section 230 of the Companies Act 2016 up to RM100,000/- from 31 January 2017 to the Eleventh Annual General Meeting of the Company, be and is hereby approved for payment."

(c) **ORDINARY RESOLUTION 3**  
**- RETENTION OF INDEPENDENT DIRECTOR** (Resolution 7)

"THAT approval be and is hereby given to retain Dato' Jamaludin Bin Hassan, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."

(d) **ORDINARY RESOLUTION 4**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Resolution 8)

"THAT subject to Sections 75 and 76 of the Companies Act 2016, the Articles of Association of the Company and approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76, 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 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 ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; 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."

(e) **ORDINARY RESOLUTION 5**  
**- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Resolution 9)

"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, a shareholders' mandate be and is hereby granted to the Company and its subsidiaries to enter into the recurrent related party transactions as described in the Circular to Shareholders dated 28 April 2017 with the related parties mentioned therein PROVIDED THAT:-

- (i) the recurrent related party transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- (ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT, the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

5. To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)  
CHIN MUN YEE (MAICSA 7019243)  
Company Secretaries

Kuala Lumpur  
Dated: 28 April 2017

#### Explanatory Notes to Special Business:

- i) Ordinary Resolution 1  
**- Payment of Directors' Fees**  
The proposed adoption of the Ordinary Resolution 1, if passed, will authorise the payment of Directors' Fees pursuant to Article 114 of the Articles of Association of the Company.

- ii) Ordinary Resolution 2  
**- Payment of Benefits Payable to the Directors under Section 230 of the Companies Act 2016**  
The proposed adoption of the Ordinary Resolution 2, if passed, will authorise the payment of Benefit Payable to Directors pursuant to Section 230 of the Companies Act 2016.

- iii) Ordinary Resolution 3  
**- Retention of Independent Director pursuant to the Malaysian Code on Corporate Governance 2012**  
Dato' Jamaludin Bin Hassan was appointed as Independent Non-Executive Director of the Company on 28 December 2007, and has, therefore served as Independent Non-Executive Director for more than nine (9) years. As at the date of the notice of the Annual General Meeting, he has served the Company for nine (9) years and four (4) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director of the Company.

- iv) Ordinary Resolution 4  
**- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 at the Tenth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Ninth Annual General Meeting of the Company held on 8 June 2016 ("the Previous Mandate").

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding working capital/future investment project(s) and/or acquisition(s) without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

- v) Ordinary Resolution 5  
**- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") ("Proposed New Shareholders' Mandate")**

The proposed adoption of Ordinary Resolution 5 is to obtain the Shareholders' Mandate to enable the Company and its subsidiaries ("Group") to enter into the RRPts to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Further information on the Proposed New Shareholders' Mandate for RRPts are set out in the Circular to Shareholders of the Company which is despatched together with the Company's 2016 Annual Report.

#### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 May 2017 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead [subject always to a maximum of two (2) proxies at each Meeting]. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company. A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
4. 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 attorney duly authorised.
5. 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.
6. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
7. The Agenda item No. 1 is meant for discussion only, as the provisions 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.