

# NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at 1 Jalan PJS 11/8, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 25 May 2017 at 10.00 a.m. to transact the following businesses:-

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon. (Please refer Note 1)
2. To approve the payment of Directors' fees and benefits of up to RM244,000 to the non-executive directors for their services from 1 January 2017 until the next annual general meeting of the Company. Ordinary Resolution 1
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-
  - (i) Mr. Wong Mun Wai (Article 93) Ordinary Resolution 2
  - (ii) Mr. Lau Kok Fui (Article 93) Ordinary Resolution 3
4. To appoint Messrs SJ Grant Thornton as Auditors of the Company and authorise the Directors to determine their remuneration. Ordinary Resolution 4
5. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-  
**AUTHORITY TO ALLOT SHARES** Ordinary Resolution 5

"THAT subject always to the Companies Act, 2016 and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act, 2016, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

6. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**MOK MEE KEE**  
Secretaries

Petaling Jaya  
28 April 2017

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*Notes:*

1. The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Companies Act, 2016 ("Act"), hence, the matter will not be put for voting.
2. Only depositors whose names appear in the Record of Depositors as at 18 May 2017 shall be regarded as members and entitled to attend, speak and vote at the meeting.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two proxies. A proxy may but need not be a member of the Company and a member may appoint any persons to be his proxy.
4. When a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
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 shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a Corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the Meeting or any adjournment thereof.
8. Explanatory notes:

*Resolution 1*

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Sixteenth Annual General Meeting ("AGM") on the Directors' fees and benefits.

The shareholders, at the Thirteenth AGM held on 26 June 2014, has approved the annual limit of the Directors' fee up to RM120,000 from financial year commencing 1 January 2014. The actual Directors' fees amount paid to the non-executive directors (excluding Lau Kok Fui) for the financial year ending 31 December 2016 was RM96,000.

The Directors' fees and benefits from 1 January 2017 until the conclusion of the next AGM (i.e. 17 months) is estimated not to exceed RM204,000 and RM40,000 (being premium paid/payable for Directors and Officers Liability Insurance), respectively.

The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' fees and benefits are insufficient due to an increase in the Board size and/or increase in the amount of premium payable for the Directors' and Officers Liability Insurance.

Details of the fees paid to the non-executive directors for the financial year ended 31 December 2016 are disclosed in the Statement on Corporate Governance in the 2016 Annual Report.

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*Notes (cont'd):*

8. Explanatory notes (cont'd):

*Resolution 5*

The Proposed Ordinary Resolution No. 5, if passed, will give the Directors of the Company, from the date of the Sixteenth Annual General Meeting, authority to issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company ("Renewed General Mandate"). The authority, 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 Renewed 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 project(s), working capital and/or acquisitions.

On 30 December 2016, the Company announced its proposed private placement which will be undertaken in accordance with the general mandate pursuant to Section 132D of the Companies Act, 1965 ("Proposed Private Placement") obtained from the shareholders in its Fifteenth Annual General Meeting held on 26 May 2016 ("2016 General Mandate").

On 12 January 2017, the Company announced that Bursa Malaysia Securites Berhad had vide its letter dated 12 January 2017, approved the listing and quotation of up to 24,135,000 Placement Shares to be issued pursuant to the Proposed Private Placement.

As at the date of printing of this Annual Report (i.e. 19 April 2017), no new shares in the Company were issued pursuant to the 2016 General Mandate.