

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 41st Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura @ Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 13 July 2017 at 11.00 a.m. to transact the following businesses and to pass the following resolutions:

### AGENDA

- |  |                               |
|--|-------------------------------|
| 1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2017.  | <i>Please refer to Note 1</i> |
| 2. To approve payment of a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2017.  | <b>Ordinary Resolution 1</b>  |
| 3. To re-elect the following Directors who retire by rotation pursuant to Article 109 of the Articles of Association of the Company and being eligible, offer themselves for re-election:  |                               |
| (i) Tan Sri Dato' Seri Shahril bin Shamsuddin  | <b>Ordinary Resolution 2</b>  |
| (ii) Md. Shah bin Hussin   | <b>Ordinary Resolution 3</b>  |
| 4. To reappoint the following Directors:   |                               |
| (i) Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir  | <b>Ordinary Resolution 4</b>  |
| (ii) Dato' Azlan bin Hashim  | <b>Ordinary Resolution 5</b>  |
| 5. To reappoint Datuk Kisai bin Rahmat as an Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting.   | <b>Ordinary Resolution 6</b>  |
| 6. To reappoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 7</b>  |
| 7. <b>DIRECTORS' FEES</b>  |                               |
| (i) To approve the payment of Directors' fees amounting to RM345,000 for the Non-Executive Directors in respect of the financial year ended 31 January 2017.   | <b>Ordinary Resolution 8</b>  |
| (ii) To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM114,500, from 1 February 2017 until the next Annual General Meeting of the Company.   | <b>Ordinary Resolution 9</b>  |
| 8. <b>AUTHORITY FOR DIRECTORS TO ISSUE SHARES UNDER SECTION 75 &amp; 76 OF THE COMPANIES ACT, 2016</b>   | <b>Ordinary Resolution 10</b> |
| "THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia), the Directors be and are hereby empowered, pursuant to Section 75 & 76 of the Companies Act, 2016, to issue shares in the Company at any time and upon such terms and conditions and for such purpose 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 issued and paid-up share capital of the Company as at the date of such issuance and that the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | <b>Please refer to Note 6</b> |

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 3 sen per ordinary share in respect of the financial year ended 31 January 2017, if approved by the shareholders at the 41st Annual General Meeting, will be payable on 24 August 2017 to Depositors registered in the Record of Depositors at the close of business on 8 August 2017.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 8 August 2017 in respect of ordinary transfers; and
- (b) Shares 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

**LIYANA LEE BINTI ABDULLAH** (MIA 10293)

Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan

31 May 2017

### NOTES:

#### 1. Audited Financial Statements

This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act, 2016 and the Company's Articles of Association, the Audited Financial Statements need not be approved by the shareholders and hence, the matter will not be put forward for voting.

#### 2. Proxy Forms

A member whose name appears in the Record of Depositors of the Company as at 3 July 2017 shall be entitled to attend, speak and vote at this Meeting. A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. 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 as to the qualification of the proxy.

Where a member is an authorised nominee [as defined under the Securities Industry (Central Depositories) Act 1991], it may appoint at least one (1) 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 appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporate member, shall be either under its Common Seal or signed by its attorney or an officer of the corporation duly authorised.

The instrument appointing a proxy must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

#### 3. Corporate Representative

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend this Meeting pursuant to Section 333(1) of the Companies Act, 2016. For this purpose and pursuant to Section 333(5) of the Companies Act, 2016, the corporate member shall provide a certificate as prima facie evidence of appointment of the corporate representative. The corporate member may submit the certificate to the Registrar's Office of the Company prior to the commencement of this Meeting.

#### 4. Proposed Reappointment and Retention of Independent Director

Datuk Kisai bin Rahmat has been the Company's Independent Director for more than 9 years cumulatively. The proposed Ordinary Resolution 6, if passed, will allow him to be retained and to continue acting as an Independent Director of the Company in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting. Details of the Board's justification and recommendation for the retention of Datuk Kisai bin Rahmat as an Independent Director are set out in the Corporate Governance Statement on pages 34 and 35 of this Annual Report.

#### 5. Directors' Fees and Remuneration

Section 230(1) of the Companies Act 2016 provides amongst others, that "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 41st Annual General Meeting on the Directors' remuneration in two (2) separate resolutions as below:

- Resolution 8 on payment of Directors' fees for the financial year ended 31 January 2017 amounting to RM345,000.
- Resolution 9 on payment of Directors' remuneration (excluding Directors' fees) in respect of the period from 1 February 2017 until the next Annual General Meeting up to an amount of RM114,500, comprising meeting allowances, directors and officers liability insurance premium, medical coverage and other claimable benefits.

The Company pays Directors' fees and benefits to the Non-Executive Directors. The Executive Directors do not receive any fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their Employment Contracts.

#### 6. Ordinary Resolution pursuant to Section 75 & 76 of the Companies Act, 2016

Subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Ordinary Resolution 10 is for the purpose of granting a renewed mandate and if passed, would enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed Mandate will enable Directors to take swift action in case of a need for corporate exercises or fund raising activities or in the event business opportunities arise which involve issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. Proceeds raised from the corporate exercises or fund raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.

As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 21 June 2016 which will lapse at the conclusion of the Annual General Meeting.