

SIXTIETH (60TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixtieth (60th) 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 Wednesday, 12 July 2017 at 10:00 a.m. to transact the following business:-

AGENDA

AS ORDINARY BUSINESS

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| 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 A]</i> |
| 2. To re-elect the following Directors who retire by rotation in accordance with Article 88 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
(i) Dato' Muthanna bin Abdullah
(ii) Tan Sri Dato' Seri Shahril bin Shamsuddin | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. To re-appoint the following Directors:-
(i) Dato' Fuziah @ Fauziah binti Dato' Ismail
(ii) Tan Sri Datuk Amar (Dr) Tommy bin Bugo @ Hamid bin Bugo | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 4. To re-appoint 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. | |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

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| 5. Directors' Fees
"THAT the Directors' fees of RM651,000.00 for the financial year ended 31 January 2017 be hereby approved for payment." | Ordinary Resolution 6
<i>[Please refer to Note B]</i> |
| 6. Directors' Benefits Payable
"THAT the Directors' benefits payable up to an amount of RM84,690.00 from 1 February 2017 until the next Annual General Meeting of the Company be hereby approved for payment." | Ordinary Resolution 7
<i>[Please refer to Note C]</i> |
| 7. Continuation in office as an Independent Director of the Company
"THAT subject to the passing of the Ordinary Resolution 1, authority be and is hereby given to Dato' Muthanna bin Abdullah to continue in office as an Independent Director of the Company." | Ordinary Resolution 8
<i>[Please refer to Note D]</i> |
| 8. Authority for Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT subject always to the Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided always 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 THAT 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;
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." | Ordinary Resolution 9
<i>[Please refer to Note E]</i> |
| 9. Proposed Authority for the Company to Buy-Back its Own Shares ("Proposed Share Buy-Back")
"THAT subject always to the Companies Act 2016, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-
(a) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase(s);
(b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
(c) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;
AND THAT the authority conferred by this resolution 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") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next AGM after that date is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company." | Ordinary Resolution 10
<i>[Please refer to Note F]</i> |
| 10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association. | |

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

YAU JYE YEE (MAICSA 7059233)

Company Secretaries

Selangor Darul Ehsan

31 May 2017

EXPLANATORY NOTES ON SPECIAL BUSINESS:

A. Audited Financial Statements

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, formal approval by members is not required to be obtained. Hence, this agenda item will not be put forward for voting.

B. Directors' Fees

The proposed Ordinary Resolution 6, if approved, would authorise the payment of Directors' fees pursuant to Article 93 of the Articles of Association of the Company.

C. Directors' Benefits Payable

The proposed Directors' benefits payable comprises meeting allowances.

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committees' meetings for the current financial year ending 31 January 2018 until the next Annual General Meeting ("AGM"). This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

D. Approval to continue in office as an Independent Director

The proposed adoption of Ordinary Resolution 8 is to seek shareholders' approval to retain Dato' Muthanna bin Abdullah ("Dato' Muthanna") as an Independent Non-Executive Director of the Company.

The Board of Directors has vide the Board Nomination and Remuneration Committee conducted an annual performance evaluation and assessment of Dato' Muthanna who would reach a cumulative term of more than nine (9) years as an Independent Director on 17 December 2017 and recommended him to continue in office as an Independent Director based on the following justifications:-

- Dato' Muthanna has fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, ("Bursa Securities") and thus, he would be able to function as check and balance, provide a broader view and bring with him an element of objectivity to the Board.
- Dato' Muthanna has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company.
- Dato' Muthanna has no potential conflict of interest, whether business or non-business related with the Company.
- Dato' Muthanna has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director and Executive Director, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an Independent Director.

E. Authority for Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9, if approved, would, subject to the MMLR of Bursa Securities, enable the Directors to issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at the date of such issuance for such purpose as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

The mandate will enable the 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 the issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. The 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 in the Company have been issued pursuant to the mandate granted to the Directors at the last AGM held on 15 June 2016 which will lapse at the conclusion of the forthcoming 60th AGM.

F. Proposed Share Buy-Back

The proposed Ordinary Resolution 10, if passed, would empower the Directors of the Company to purchase the Company's ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the Company's retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

Based on the Audited Financial Statements for the financial year ended 31 January 2017, the Company's retained profits amounted to RM307 million.

Please refer to the Circular to Shareholders dated 31 May 2017 for further information.

NOTES ON APPOINTMENT OF PROXY:

- Only a depositor whose name appears on the Record of Depositors as at 6 July 2017 shall be entitled to attend and vote at the Meeting or appoint proxy(ies) to attend and vote in his stead.
- A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his stead. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or an attorney duly appointed under a Power of Attorney.
- 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 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member appoints two (2) proxies to attend and vote in the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- 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 participate, speak and vote at the Meeting.
- The instrument appointing the proxy must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.