

## NOTICE OF 44<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY** given that the Forty-Fourth Annual General Meeting of the Company will be held at the Auditorium, 3<sup>rd</sup> Floor, Bangunan Malaysian Re, No. 17, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur on Thursday, 24 August 2017 at 10.00 a.m. for the following purposes:-

### AS ORDINARY BUSINESS

- |                                                                                                                                                                                                                                                                                                                        |                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <p>1. To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon.</p>                                                                                                                                                      | <p><b>Please refer to Explanatory Note (i)</b></p>                                                                            |
| <p>2. To re-elect Hijah Arifakh Othman, retiring pursuant to Article 86 of the Company's Articles of Association.</p>                                                                                                                                                                                                  | <p><b>(Ordinary Resolution 1)</b></p>                                                                                         |
| <p>3. To re-elect the following Directors retiring pursuant to Article 92 of the Company's Articles of Association:-<br/>         (i) Rosinah Mohd Salleh<br/>         (ii) Arul Sothy Mylvaganam<br/>         (iii) Noor Rida Hamzah</p>                                                                              | <p><b>(Ordinary Resolution 2)</b><br/> <b>(Ordinary Resolution 3)</b><br/> <b>(Ordinary Resolution 4)</b></p>                 |
| <p>4. To approve the following payments to the Directors of the Company:-<br/>         (i) Directors' Fees amounting to RM779,100 for the financial year ended 31 March 2017 (2016: RM760,000).<br/>         (ii) Directors' benefits paid/payable from 1 April 2017 until the conclusion of the next AGM in 2018.</p> | <p><b>(Ordinary Resolution 5)</b><br/> <b>(Ordinary Resolution 6)</b><br/> <b>[Please refer to Explanatory Note (ii)]</b></p> |
| <p>5. To re-appoint Messrs Ernst &amp; Young as Auditors and to authorise the Directors to fix their remuneration.</p>                                                                                                                                                                                                 | <p><b>(Ordinary Resolution 7)</b></p>                                                                                         |
| <p>6. To transact any other business which may properly be transacted at the Annual General Meeting.</p>                                                                                                                                                                                                               |                                                                                                                               |

By Order of the Board

**NORAZMAN HASHIM** (MIA 5817)  
**LENA ABD LATIF** (LS 8766)  
 Company Secretaries

Kuala Lumpur  
 28 July 2017

### NOTE:-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy(ies) to attend and vote on his behalf. A proxy need not be a member of the Company.
2. (i) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Authorised Nominee") may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.  
 (ii) Notwithstanding the above, an exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy and only one (1) proxy shall be entitled to vote.
4. 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.
5. An Instrument appointing a proxy(ies) shall be in writing, and in the case of an individual shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a Corporation shall be either given under its common seal or signed on its behalf by its attorney or an officer of the Corporation so authorised.
6. An Instrument appointing a proxy(ies) must be deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, not less than forty-eight (48) hours before the time set for the Annual General Meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 17 August 2017 shall be eligible to attend the AGM or appoint proxy(ies) to attend and vote on his/her behalf.

### 8. Explanatory Notes

#### (i) Item 1 of the Agenda

This item on the Agenda is meant for discussion only. The provision of Section 340 (1) (a) of the Companies Act, 2016 requires that the Audited Financial Statements be laid before the Company at its Annual General Meeting and do not require a formal approval of the shareholders. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

#### (ii) Ordinary Resolution 6 – Directors' Benefits payable

The proposed Ordinary Resolution 6, if passed, will facilitate the payment of benefits payable to the Directors of the Company for the period commencing from 1 April 2017 until the conclusion of the next AGM to be held in 2018, in accordance with the payment structure as set out below:-

	Chairman	Member
Meeting allowance (per meeting)	RM1,250	
Other benefits	<ul style="list-style-type: none"> <li>Company car, petrol and driver for Non-Independent Non-Executive Chairman of the Board.</li> <li>Medical benefit on incurred basis.</li> <li>Directors' &amp; Officers Liability Insurance coverage.</li> <li>Other claimable expenses incurred in the course of carrying out their duties.</li> </ul>	

The abovementioned benefits which are subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting do not include salaries, benefits and emoluments of the Executive Director which he receives by virtue of and pursuant to his Contract of Service.

- (iii) Paisol Ahmad shall retire pursuant to Article 86 of the Company's Articles of Association at the conclusion of the forthcoming 44<sup>th</sup> Annual General Meeting and does not wish to seek re-election.