

NOTICE OF FORTY-SECOND ANNUAL GENERAL

NOTICE IS HEREBY GIVEN THAT the Forty-Second Annual General Meeting of the Company will be held at Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor Darul Ehsan on Thursday, 7 September 2017 at 3.00 p.m. to transact the following businesses:-AGENDA

ncial year ended 31 March 2017 and the Reports of Directors and Auditors thereon. To receive the Audited Financial Statements for th To approve the payment of Directors' Fees of RM96,000 for the financial year ended 31 March 2017. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM30,000 from 1 February 2017 until the next annual general meeting of the Company. **Ordinary Resolution 1** 2. з Ordinary Resolution 2 4 To re-elect the following Directors who retire pursuant to Article 77 of the Company's Constitution:-4.1 Mr. Raymond Cha Kar Siang4.2 Mr. Yasushi Ooka **Ordinary Resolution 3** Ordinary Resolution 4 4.3 Mr. Masaki Ogane **Ordinary Resolution 5** 4.3 Mr. Masaki Ogane To re-appoint Mr. Raippan s/o Yagappan @ Raiappan Peter as Director of the Company. To re-appoint Messrs Mazars PLT as Auditors of the Company and authorise the Directors to determine their remuneration. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-"THAT pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and subject to the passing of Resolution 3, approval be and is hereby given to Mr. Raymond Cha Kar Siang, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director until the reactivities of the next Annual Company Maximum (19) years, to continue to act as an Independent Non-Executive Director until the Ordinary Resolution 6 Ordinary Resolution 7 5 6. 7. **Ordinary Resolution 8** "**THAT** pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and subject to the passing of Resolution 6, approval be and is hereby given to Mr. Raippan s/o Yagappan @ Raiappan Peter, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Ordinary Resolution 9 Director of the company for a cumulative term of more than nine (9) years, to commute to act as an independent Non-Executive Director until the conclusion of the next Annual General Meeting." **THAT** pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012, approval be and is hereby given to **Ordinary Resolution 10** Mr. Kwong Hoi Meng, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting." As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-8 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A **Ordinary Resolution 11 REVENUE OR TRADING NATURE** THAT pursuant to Paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with the Related Party as detailed in Section 2.3.2 of the Circular to Shareholders dated 28 July 2017 which are necessary for the Company's and its subsidiaries' day to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generall available to the public and not detrimental to minority shareholders of the Company. AND THAT such approval shall continue to be in force until: (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed d; or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or (b) revoked or varied by a resolution passed by the shareholders in a general meeting; (c) whichever is earlier; AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature."

9.

AUTHORITY TO ALLOT SHARES "THAT subject always to the Companies Act, 2016 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act to allot and issue 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 that 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 issued share capital of the Company for the time being." To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD KANG SHEW MENG SEOW EELSAN LOH LAI LING Secretaries

Petaling Java Date: 28 July 2017

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- account it holds. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, eit Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, 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 not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof. 5. Notes: Note A - The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Act, hence, the matter will not be put for voting.

Ordinary Resolutions 1 and 2 Proposed Payment of Directors' Fee Proposed Payment of Directors' Benefits to Non-Executive Directors

Proposed Payment of Directors' Benefits to Non-Executive Directors Pursuant to Section 230(1) of the Companies Act 2016, 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 Forty-Second Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-* Ordinary Resolution 1 on payment of Directors' fees of RM96,000 is in respect of the financial year ended 31 March 2017; and * Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) from 1 February 2017 until the next AGM of up to RM30,000. The Directors' benefits of the Company which is estimated not to exceed RM30,000 is basically the meeting allowances for Board/Board Committee meetings attended/to be attend for period from 1 February 2017 until the conclusion of the next AGM. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board Size. Details of the Directors' fees and henefits paid to the Non-Executive Directors are directors on an ang 38 of the Statement on Compare Governance in the Annual Penett 2017.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed on page 38 of the Statement on Corporate Governance in the Annual Report 2017.

Ordinary Resolution 6

Proposed Re-appointment of Director With the coming into force the Act on 31 January 2017, there is no age limit for directors. At the Forty-First Annual General Meeting of the Company held on 28 September 2016, Mr Raippan s/o Yagappan @ Raiappan Peter, who is above the age of 70, were reappointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Forty-Second Annual General Meeting. His term of office will end at the conclusion of the Forty-Second Annual General Meeting and he has offered himself for re-appointment. The proposed Ordinary Resolution 6, if passed, will enable Mr. Raippan s/o Yagappan @ Raiappan Peter to continue to act as Director of the Company and he shall subject to retirement by rotation at a later date.

Ordinary Resolutions 8 to 10

Proposed Retention of Independent Non-Executive Directors The Proposed Ordinary Resolutions 8 to 10, if passed, will enable Mr. Raymond Cha Kar Siang, Mr. Raippan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng to continue serving as the Independent Non-Executive Directors of the Company as recommended under Malaysian Code on Corporate Governance 2012 ("MCCG 2012"). Their term of office as independent directors is calculated based on the listing date of the Company on 28 December 2007.

An assessment of the independence of all Independent Directors was undertaken as part of the Boardis assessment in 2017. The Board of Directors has considered the results of the independence assessment of Mr. Raymond Cha Kar Siang, Mr. Raippan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng, which was undertaken pursuant to the guidelines as set out in the Main Market Listing Requirements of Bursa Securities and MCCG 2012, and are satisfied that they meet the guidelines for independence and their ability to exercise independent Judgement. Therefore, the Board recommends that Mr. Raymond Cha Kar Siang, Mr. Raippan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng should be retained as the Independent Non-Executive Directors of the Company.

Ordinary Resolution 11

date for Recurrent Transactions Proposed Shareholders' Man

The proposed Ordinary Resolution 11, if passed, will allow the Company and/or its subsidiaries to enter into Recurrent Transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Ordinary Resolution 12 Authority to Allot Shares

At last year's Annual General Meeting, mandate was given to Directors to issue and allot no more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate. The proposed Ordinary Resolution 12, if passed, will empower the Directors of the Company to allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing(s), if any, for purpose of funding future investment project(s), working capital and/or acquisitions. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

Ordinary Resolution 12