

**NOTICE OF FIFTY-SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifty-Sixth ("56<sup>th</sup>") Annual General Meeting ("AGM") of the Company will be held at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 28 August 2017 at 10:00 a.m. for the following purposes:-

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and the Auditors thereon. (Please refer to the Notes to the Notice of 56th AGM No. 7)
  - To declare a first and final single-tier dividend of 42.0 sen per ordinary share for the financial year ended 31 March 2017. (Resolution 1)
  - To approve the payment of Directors' fees for the financial year ended 31 March 2017. (Resolution 2)
  - To approve the payment of Directors' benefits up to an amount of RM1,250,000.00 from 31 January 2017 until the next Annual General Meeting of the Company. (Resolution 3)
  - To re-elect the following Directors who are retiring in accordance with Article 120 of the Company's Articles of Association and being eligible, had offered themselves for re-election:- (Resolution 4)  
 (a) Ms. Naoko Yamamoto; (Resolution 5)  
 (b) Mr. Hiroki Suzuki; and (Resolution 5)  
 (c) Mr. Kinji Yamashita. (Resolution 6)
  - To re-appoint General Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd. Ali (Rtd) as a Director of the Company. (Resolution 7)
  - To re-elect the following Directors who are retiring in accordance with Article 114 of the Company's Articles of Association and being eligible, have offered themselves for re-election:- (Resolution 8)  
 (a) Y. Bhg. Tan Sri Dato' (Dr.) Teo Chiang Liang; and (Resolution 8)  
 (b) Mr. Dominic Aw Kian-Wee. (Resolution 9)
  - To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 10)

**As Special Business**

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions :-

- ORDINARY RESOLUTION NO. 1:**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT, 2016** (Resolution 11)  
**"THAT** subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of 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 percent (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 Securities; **AND FURTHER 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 NO. 2:**  
**- PROPOSED RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Resolution 12)  
**"THAT** subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Existing Shareholder Mandate for the Company to enter into and to give effect to the category of the recurrent transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 2.3 of the Circular to Shareholders dated 28 July 2017, provided that such transactions are:-  
 (i) recurrent transactions of a revenue or trading nature;  
 (ii) necessary for the Company's day-to-day operations;  
 (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and  
 (iv) not to the detriment of minority shareholders, (the "Mandate");  
**AND THAT** such authority shall commence upon the passing of this resolution and shall continue to be in force until:-  
 (i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;  
 (ii) the expiration of the period within which the next Annual General Meeting after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or  
 (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier;  
**AND FURTHER THAT** the Directors be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate."
- ORDINARY RESOLUTION NO. 3**  
**- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR** (Resolution 13)  
**"THAT** General Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd. Ali (Rtd) who has served the Board as an Independent Director of the Company for a cumulative term of more than nine years since 5 September 1995 be and is hereby retained as an Independent Director of the Company."
- ORDINARY RESOLUTION NO. 4**  
**- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR** (Resolution 14)  
**"THAT** Tan Sri Dato' (Dr.) Teo Chiang Liang who has served the Board as an Independent Director of the Company for a cumulative term of more than nine years since 28 June 2001 be and is hereby retained as an Independent Director of the Company."
- ORDINARY RESOLUTION NO. 5**  
**- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR** (Resolution 15)  
**"THAT** Mr. Koay Kah Ee who has served the Board as an Independent Director of the Company for a cumulative term of more than nine years since 15 November 2007 be and is hereby retained as an Independent Director of the Company."
- To transact any other ordinary business of which due notice shall have been given.

**NOTICE OF BOOK CLOSURE**

**NOTICE IS ALSO HEREBY GIVEN** that a first and final single-tier dividend of 42.0 sen per ordinary share for the financial year ended 31 March 2017 will be payable on 20 September 2017 to depositors whose names appear in the Record of Depositors at the close of business on 5 September 2017 if approved by the members at the 56<sup>th</sup> AGM. A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 5 September 2017 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**YEOW SZE MIN (MAICSA 7065735)**  
 Company Secretaries  
 Kuala Lumpur  
 Dated : 28 July 2017

**Explanatory Notes to Special Business:-**

- Authority pursuant to Sections 75 and 76 of the Companies Act 2016**  
 The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 at the Fifty-Sixth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate"). The Company had been granted a general mandate by its shareholders at the Fifty-Fifth Annual General Meeting of the Company held on 26 September 2016 (hereinafter referred to as the "Previous Mandate").  
 The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.  
 The purpose to seek the General Mandate is to provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding working capital without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.
- Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** (hereinafter referred to as "the Proposal")  
 The Proposal will enable the Company and its affiliated companies to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.  
 Please refer to the Circular to Shareholders dated 28 July 2017 for more information.

**3. Approval to Continue in Office as Independent Director**

**(i) General Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd. Ali (Rtd)**

The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of General Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd. Ali (Rtd) ("Tan Sri Hashim") who has served as an Independent Director for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Director based on the following justifications:-

- Tan Sri Hashim has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MainLR")
  - is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
  - has not been within the last two (2) years and is not an officer (except as a non-executive director) of the said Corporation ["officer" includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors];
  - is not a major shareholder of the said Corporation;
  - is not a family member of any executive director, officer or major shareholder of the said Corporation;
  - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
  - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
  - has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- Tan Sri Hashim 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;
- Tan Sri Hashim has no potential conflict of interest, whether business or non-business related with the Company;
- Tan Sri Hashim has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, 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; and
- Tan Sri Hashim does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

**(ii) Tan Sri Dato' (Dr.) Teo Chiang Liang**

The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of Tan Sri Dato' (Dr.) Teo Chiang Liang ("Tan Sri Teo") who has served as an Independent Director for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Director based on the following justifications:-

- Tan Sri Teo has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad MainLR
  - is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
  - has not been within the last two (2) years and is not an officer (except as a non-executive director) of the said Corporation ["officer" includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors];
  - is not a major shareholder of the said Corporation;
  - is not a family member of any executive director, officer or major shareholder of the said Corporation;
  - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
  - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
  - has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- Tan Sri Teo 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;
- Tan Sri Teo has no potential conflict of interest, whether business or non-business related with the Company;
- Tan Sri Teo has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, 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; and
- Tan Sri Teo does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

**(iii) Mr. Koay Kah Ee**

The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Koay Kah Ee ("Mr. Koay") who has served as an Independent Director for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Director based on the following justifications:-

- Tan Sri Teo has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad MainLR
  - is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
  - has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation ["officer" includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors];
  - is not a major shareholder of the said Corporation;
  - is not a family member of any executive director, officer or major shareholder of the said Corporation;
  - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
  - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
  - has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- Mr. Koay 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;
- Mr. Koay has no potential conflict of interest, whether business or non-business related with the Company;
- Mr. Koay has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, 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; and
- Mr. Koay does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

**Notes to the Notice of the 56<sup>th</sup> AGM:-**

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 21 August 2017 shall be eligible to attend the Meeting.
- A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the Company. There shall be no restriction as to the qualification of the proxy.
- In the case of a Company having a share capital, a member may appoint up to two (2) proxies for the Meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
- The instrument appointing proxy shall be in print or writing under the hand of the member/shareholder or his duly constituted attorney, or in the case of a corporate member/shareholder, under its common seal or under the hand of its officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member/shareholder is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariably certified copy of that power or authority shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.