

**NOTICE OF 14TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 14th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Thursday, 14 September 2017 at 2.30 pm for the following purposes:

**AGENDA**
**AS ORDINARY BUSINESS:**

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.
2. To approve the payment of Directors' Fees amounting to RM236,500 for the financial year ended 31 March 2017.
3. To approve the payment of Directors' Fees and benefits of up to RM651,000 for the period from 1 April 2017 until the next AGM of the Company.
4. To re-elect Monteiro Gerard Clair who retires pursuant to Article 70 of the Company's Articles of Association and being eligible, has offered himself for re-election.
5. To re-elect Tun Arifin Bin Zakaria who retires pursuant to Article 75 of the Company's Articles of Association and being eligible, has offered himself for re-election.
6. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note]

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

**Resolution 5**

**AS SPECIAL BUSINESS:**

7. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**Resolution 6**

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT subject always to the Companies Act, 2016 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes 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 10% of the issued capital 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 the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**Resolution 7**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in Section 2.3 of the Circular to Shareholders dated 31 July 2017 subject to the following:

- i) the transactions are of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the shareholders' mandate."

9. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**Resolution 8**

**PROPOSED ALLOCATION OF LTIP OPTIONS TO THE ELIGIBLE NON-EXECUTIVE DIRECTOR OF THE COMPANY - TUN ARIFIN BIN ZAKARIA PURSUANT TO THE LONG TERM INCENTIVE PLAN ("LTIP" OR "SCHEME") OF THE COMPANY**

"THAT conditional upon the approval from the shareholders of the Company and all other relevant authorities (if required) being obtained, the Board (save for the director which the LTIP Options is to be granted to) be and is hereby authorised to, at any time and from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provision of the By-Laws governing the Scheme, to offer and grant to

Tun Arifin Bin Zakaria, being the Independent Non-Executive Chairman of the Company, the LTIP options which gives the right to subscribe for new shares of the Company at a prescribed subscription price upon the vesting of the LTIP options under the Scheme."

10. To transact any other business of which due notice shall have been given.

By Order of the Board

PHANG AI TEE [MAICSA No. 7013346]  
 Company Secretary

Kuala Lumpur  
 31 July 2017

**NOTES:**

- i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- ii) Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
- iii) A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
- iv) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- v) Only members whose names appear in the Record of Depositors on 6 September 2017 shall be entitled to attend, speak and vote at the AGM.
- vi) 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 of that power or authority, shall be deposited at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.
- vii) The resolutions set out in the Notice of 14th AGM will be put to vote by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities.

**EXPLANATORY NOTES:**

- Agenda 1 Audited Financial Statements for the financial year ended 31 March 2017**  
 The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.
- Resolution 1 Directors' Fees**  
**Resolution 2 Directors' Fees and benefits**  
 Section 230 of the Companies Act, 2016 which came into effect on 31 January 2017, provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.  
 The proposed Resolution 1, if passed, will authorise the payment of Directors' Fees in respect of financial year ended 31 March 2017 amounting to RM236,500. (2016: RM236,500)  
 The proposed Resolution 2, if passed, will authorise the payment of Directors' Fees on quarterly basis in arrears and benefits comprises meeting attendance allowance payable to the Directors for the current financial year ending 31 March 2018 until the conclusion of the next AGM of the Company. 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.  
 The total estimated amount of benefits payable is calculated based on the number of scheduled Board and Board Committees' meetings and the composition of Board and Board Committees remained unchanged. Additional one (1) meeting was provided for each of the Board and Board Committees in the event there are any emergency matters which required meetings to be held for such purposes.  
 The Board is of the view that it is just and equitable for these Directors' Fees and benefits to be paid quarterly and as and when incurred respectively, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the said period.
- Resolution 6 Authority to Allot Shares**  
 Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 14th AGM.
- Resolution 7 Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
 Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.
- Resolution 8 Proposed Allocation of LTIP options to Tun Arifin Bin Zakaria**  
 Further information on the Proposed Allocation of LTIP options to Tun Arifin Bin Zakaria is set out in the Circular to Shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.