

**NOTICE OF 17TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 17th 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 Friday, 15 September 2017 at 10.00am for the following purposes:

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

- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note)
- To approve payment of Directors' Fees amounting to RM492,000 for the financial year ended 31 March 2017. Resolution 1
- To approve the payment of Directors' Fees and benefits of up to RM807,000 for the period from 1 April 2017 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 2
- To re-elect the following Directors retiring pursuant to Article 74 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - Mah Xian-Zhen Resolution 3
  - Dato' Sri Thong Kok Khue Resolution 4
  - Monteiro Gerard Clair Resolution 5
- To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6

**AS SPECIAL BUSINESS:**

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

**RE-APPOINTMENT OF DIRECTOR**

"THAT Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr. Hj. Megat Khas be and is hereby re-appointed as Director of the Company."

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

**RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT Hj. Ahmad Bin Khalid, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be hereby re-appointed as Independent Non-Executive Director of the Company."

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

**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 in any one financial year 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 Bursa Malaysia Securities Berhad (Bursa Securities) and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

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

**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 Part B of the Statement/Circular to Shareholders dated 31 July 2017 subject to the following:-

- 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
- 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 Main Market Listing Requirements of Bursa Securities;

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."

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

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

"THAT, subject to the provisions of the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time (Proposed Renewal of Share Buy-Back Authority); and that the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company for the Proposed Renewal of Share Buy-Back Authority;

THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company are authorised to decide at their discretion to cancel all the shares so purchased and/or retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the open market of Bursa Securities and/or to retain thereof as treasury shares and cancel the remainder;

THAT the Directors of the Company be and are hereby authorised and empowered to carry out all acts and actions and to take all such steps and to enter into and execute all commitments, transactions,

deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities;

AND THAT the Directors of the Company be and are hereby empowered immediately upon the passing of this Ordinary Resolution until the conclusion of the next AGM of the Company at which such resolution was passed, at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next AGM of the Company is required by law to be held; or the earlier revocation or variation of the authority through a general meeting whichever is the earliest, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date."

- 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

**Resolution 11**

**NOTES:**

- A member of the Company may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
- 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 the provisions of subsection 25A(1) of SICDA.
- 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 either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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 the Registered Office of the Company at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than forty-eight (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 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.
- Only members whose names appears in the Record of Depositors on 8 September 2017 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
- The resolutions set out in the notice of 17th Annual General Meeting will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.

**EXPLANATORY NOTES**

**Agenda 1 Audited Financial Statements for the financial year ended (FYE) 31 March 2017**  
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provision 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 RM492,000. (2016: RM492,000)

The proposed Resolution 2, if passed, will authorise the payment of Directors' Fees on quarterly basis in arrears and benefits comprising 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. One (1) additional 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 7 Re-appointment of Director**

There is no age limit to act as directors in a public company pursuant to the Companies Act, 2016 which came in force on 31 January 2017. In this respect, Tan Sri Dato' Seri Megat Najmuddin Bin Datuk Seri Dr. Hj. Megat Khas (Tan Sri Megat), aged above 70 who was re-appointed pursuant to Section 129(6) of the Companies Act, 1965 at the last AGM of the Company, his term in office will end at conclusion of the forthcoming 17th AGM of the Company to be held on 15 September 2017.

The proposed resolution 7, if passed, will enable Tan Sri Megat, who has offered himself for re-appointment to continue to act as a director of the Company and he shall subject to retirement by rotation at a later date.

**Resolution 8 Retention of Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has vide the Nominating Committee, conducted an assessment to assess the independence of Hj. Ahmad Bin Khalid who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

The Board is satisfied the skills, contribution and independent judgement that Hj. Ahmad Bin Khalid delivers to the Board. He has satisfactory demonstrated that he is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interest of the Company.

**Resolution 9 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 17th AGM.

**Resolution 10 Resolution pertaining to the 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 Part B of the Statement/Circular to Shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.

**Resolution 11 Proposed Renewal of Authority for the Company to Purchase Its Own Shares (Proposed Renewal of Share Buy-Back Authority)**

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in Part A of the Statement/Circular to shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.