



NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Company will be held at Jasmine A & B Conference Room, Fourth Floor, Riverview Hotel, 29 Jalan Bentayan, 84000 Muar, Johor on Wednesday, 27 June 2018 at 11 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2017. [Please refer to Explanatory Note 1]
2. To approve the payment of Directors' fee of RM120,000-00 in respect of the financial year ended 31 December 2017. [Resolution 1]
3. To re-elect the following Directors who retire pursuant to Article 103 of the Constitution of the Company: [Please refer to Explanatory Note 2]
 - 3.1 Mr Lau Jui Peng [Resolution 2]
 - 3.2 Mr Nam Yok San [Resolution 3]
 - 3.3 Mr Na Yok Chee [Resolution 4]
4. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration. [Resolution 5]

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification(s), to pass the following resolutions:

5. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** [Resolution 6]
"THAT authority be and is hereby given to Mr Choong Keen Shian who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company." [Please refer to Explanatory Note 3]
6. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** [Resolution 7]
"THAT authority be and is hereby given to Mr Frederick Ng Yong Chiang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company." [Please refer to Explanatory Note 3]
7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** [Resolution 8]
"THAT subject to Sections 75 and 76 of the Companies Act 2016 ("the Act"), Constitution of the Company, and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury 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 Malaysia Securities Berhad ("Bursa Securities"); AND 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 ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an Ordinary Resolution of the Company at a general meeting." [Please refer to Explanatory Note 4]
8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** [Resolution 9]
"THAT subject to Main Market Listing Requirements ("MMLR") of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2 of Part B of the Circular to Shareholders of the Company dated 27 April 2018 ("the Circular") provided that such transactions are: [Please refer to Explanatory Note 5]
 - (a) necessary for the day-to-day operations;
 - (b) in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
 - (c) not prejudicial to the minority shareholders of the Company, ("Shareholders' Mandate").

THAT such approval shall continue to be in force and effect until:

 - (a) the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."
9. **PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY** [Resolution 10]
"THAT, subject always to the compliance with all applicable laws, guidelines, rules and regulations and the approval of all relevant authorities, the Company be and is hereby authorised to purchase such number of issued shares of 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 may deem fit and expedient in the interest of the Company provided that: [Please refer to Explanatory Note 6]
 - (i) the aggregate number of shares purchased or held as treasury shares does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
 - (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
 - (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to deal with the treasury shares in the manner allowed by the Act.

THAT the authority conferred by this resolution will commence after the passing of this Ordinary Resolution and will continue to be in force until:

 - (i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia ("SICDA"), and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the requirements and/or guidelines of MMLR and all other relevant governmental and/or regulatory authorities."
10. To transact any other business of which due notice shall have been given.

By order of the Board

LEE CHOON SENG (MAICSA 7003453)
LUM SOW WAI (MAICSA 7028519)
WONG WAI FOONG (MAICSA 7001358)
TAN BEE HWEE (MAICSA 7021024)
Secretaries

Yong Peng
27 April 2018

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend and vote at the Twelfth Annual General Meeting, the Company shall be requesting the Record of Depositors as at 20 June 2018. Only a depositor whose name appears on the Record of Depositors as at 20 June 2018 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- (ii) A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in its stead.
- (iii) Where a member is an authorised nominee as defined under the SICDA, it may appoint at least one 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.
- (iv) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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 authorized nominee refers to an authorized nominee defined under the SICSA which is exempted from compliance with the provisions of Section 25A(1) of SICDA.
- (v) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (vi) The instrument appointing a proxy or 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 201-203, Jalan Abdullah, 84000 Muar, Johor, not less than forty-eight (48) hours before 11 a.m. on Monday, 25 June 2018.

EXPLANATORY NOTES

1. [Item 1 of the Agenda](#)
This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. [Item 3 of the Agenda](#)
The Nominating Committee ("NC") of the Company has assessed the contribution of Mr Lau Jui Peng, Mr Nam Yok San and Mr Na Yok Chee by using self and peer evaluation and was satisfied with their decision making and performance and recommended for their re-election. The Board endorsed the NC's recommendation that Mr Lau Jui Peng, Mr Nam Yok San and Mr Na Yok Chee be re-appointed as Directors of the Company.
3. [Items 5 and 6 of the Agenda](#)
Mr Choong Keen Shian and Mr Frederick Ng Yong Chiang have served the Board as the Independent Non-Executive Directors of the Company for more than nine (9) years since 19 June 2008. The Board has through the NC's recommendation to retain their designation as Independent Non-Executive Directors of the Company based on the following reasons:
 - a. They have actively participated in the Board's deliberations and provided independent opinions to the Board.
 - b. They have ensured effective check and balance in the proceedings of the Board.
 - c. They have extensive experience in their respective profession to provide constructive opinions and ideas of Company to the Board.
 - d. They devoted sufficient time to attend the meetings.
4. [Item 7 of the Agenda](#)
The proposed resolution 8 is the renewal of the mandate obtained from the members at the last Annual General Meeting and if passed, will give the Directors authority to issue new ordinary shares up to such number not exceeding ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors would consider to be in the best interest of the Company (hereinafter referred to as the "General Mandate"). This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. The new General Mandate will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, expire at the next annual general meeting.
The General Mandate granted by the shareholders at the Eleventh Annual General Meeting of the Company held on 26 May 2017 had not been utilised and hence, no proceeds were raised therefrom. The purpose of the new General Mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
5. [Item 8 of the Agenda](#)
The proposed resolution 9, if passed, will allow the Group to continue to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and transaction prices, which are not prejudicial to the interests of the minority shareholders. Please refer to Part B of the Circular to Shareholders dated 27 April 2018 for further information.
6. [Item 9 of the Agenda](#)
The proposed resolution 10, if passed, will allow the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. Please refer to Part A of the Share Buy-Back Statement dated 27 April 2018 for further information.