

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **FOURTEENTH ANNUAL GENERAL MEETING ("14th AGM")** of the Company will be held at Banquet Hall, Level 1, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, Ampang Jaya, 68000 Selangor Darul Ehsan on Tuesday, 5 June 2018 at 10:30 a.m. for the transaction of the following business:-

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors' and the Auditors' thereon. | (Please refer to Explanatory Note A) |
| 2. To re-elect Encik Roslan Bin Mohd Latif who retires pursuant to Article 95 of the Company's Articles of Association, and being eligible, has offered himself for re-election. | (Resolution 1) |
| 3. To re-elect Mr. Too Kok Leng who retires pursuant to Article 95 of the Company's Articles of Association, and being eligible, has offered himself for election. | (Resolution 2) |
| 4. To approve the payment of Directors' fees amounting to RM574,000 for the Non-Executive Directors of the Company and its subsidiaries in respect of the financial year ended 31 December 2017. | (Resolution 3)
(Please refer to Explanatory Note B) |
| 5. To approve the Directors' benefits payable to the Directors of the Company and its subsidiaries with effect from a day after the 14th AGM until the next Annual General Meeting ("AGM") of the Company in year 2019. | (Resolution 4)
(Please refer to Explanatory Note C) |
| 6. To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next AGM 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, to pass the following Ordinary Resolutions:-

7. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (Resolution 6)
- "THAT subject to the Companies Act 2016, the Articles of Association of the Company, and the approvals of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors of the Company may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.
- AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad AND be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."
8. **ORDINARY RESOLUTION**
- PROPOSED RETENTION OF ENCIK ROSLAN BIN MOHD LATIF AS INDEPENDENT NON-EXECUTIVE DIRECTOR (Resolution 7)
- "THAT subject to the passing of Ordinary Resolution 1, Encik Roslan Bin Mohd Latif be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance."
9. **ORDINARY RESOLUTION**
- PROPOSED RETENTION OF MR. TOO KOK LENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR (Resolution 8)
- "THAT subject to the passing of Ordinary Resolution 2, Mr. Too Kok Leng be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting pursuant to the Malaysian Code on Corporate Governance."
10. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)
TAN LEY THENG (MAICSA 7030358)
Company Secretaries

Kuala Lumpur
27 April 2018

Explanatory Note A

- Audited Financial Statements for the financial year ended 31 December 2017

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 for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

Explanatory Note B - Resolution 3

- Payment of Directors' Fees

The proposed payment of Directors' fees to the Non-Executive Directors of the Company and its subsidiaries in respect of the financial year ended 31 December 2017 shall be up to RM574,000/- only, comprise the following:-

Entity	Chairman	Non-Executive Directors
The Company	RM80,000 per annum	RM60,000 per person per annum
Active Subsidiaries	RM40,000 per annum	RM30,000 per person per annum

Explanatory Note C - Resolution 4

- Approval of Directors' Benefits

Section 230(1) of the Companies Act 2016 provides amongst others, that 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 Company wishes to seek its shareholders' approval on the Directors' benefits payable to the Non-Executive Directors of the Company and its subsidiaries with effect from a day after the 14th AGM until the next AGM of the Company in year 2019 ("the Period"). The Directors' benefits payable for the Period comprise solely of meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors:-

Benefits	Fees (RM)
The Company	
Board Meeting Allowance	
- Chairman	1,000 per meeting
- Directors	1,000 per meeting
Board Sub-Committees' Meeting Allowance	
- Chairman	500 per meeting
- Directors	500 per meeting
Active Subsidiaries	
Board Meeting Allowance	750 per meeting

EXPLANATORY NOTES TO SPECIAL BUSINESS

Resolution 6 - Authority to Issue Shares

This is the renewal of the general mandate for issuance of shares by the Company obtained from the shareholders of the Company at the Thirteenth AGM of the Company held on 25 May 2017 (hereinafter referred to as the "Previous Mandate").

The proposed Resolution 6 is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

Resolutions 7 & 8 - Proposed Retention of Independent Non-Executive Directors

Encik Roslan Bin Mohd Latif, who was appointed as Independent Non-Executive Director of the Company on 11 June 2009, would on 11 June 2018, have served in that capacity for a cumulative term of nine (9) years. The Company would like to seek prior approval from the shareholders at the 14th AGM, to enable him to continue in office as Independent Non-Executive Director of the Company, before he reaches the nine (9) years term limit on 11 June 2018.

Mr. Too Kok Leng was appointed as Independent Non-Executive Director of the Company on 28 January 2008 and has therefore, served in that capacity for a cumulative term of more than nine (9) years.

In accordance with the Malaysian Code on Corporate Governance, the Board recommends that Encik Roslan Bin Mohd Latif and Mr. Too Kok Leng should be retained to continue in office as Independent Non-Executive Directors based on the following justifications:-

- they have fulfilled the definition of an Independent Director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- they are able to exercise independent judgement and act in the best interests of the Company.
- there is no potential conflict of interest that Encik Roslan Bin Mohd Latif and Mr. Too Kok Leng could have with the Company as they have not entered into any contract or transaction with the Company and/or its subsidiaries within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- there are significant advantages to be gained from long-serving Independent Directors who have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in their role as Independent Non-Executive Directors.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 May 2018 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting subject always to a maximum of two (2) proxies at each meeting, a proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.
- A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an 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 of that power or authority, shall be deposited at the office of the Company's Share Registrar at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.

STATEMENT ACCOMPANYING

NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There were no Directors standing for election at the forthcoming 14th AGM of the Company.