



NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of the Company will be held at Dewan Cempaka, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, 68000 Ampang Jaya, Selangor Darul Ehsan on Tuesday, 26 June 2018 at 10.30 a.m. to transact the following businesses:

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits of up to RM317,000 for the period from 27 June 2018 to the next Annual General Meeting.
- To re-elect the following Directors retiring in accordance with the Company's Constitution:-
  - Datuk Seri Dr. Nik Norzuli Thani bin N. Hassan Thani (Article 103)
  - Tan Sri Datuk Seri Tan Kean Soon (Article 103)
  - Mr. Tan Kay Vin (Article 109)
  - Encik Ahmad Syafiq Hazieq bin Ahmad Zahid (Article 109)
- To appoint Messrs. S.J. Grant Thornton as Auditors of the Company and authorise the Directors to determine their remuneration.
- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

**Resolution 1****Resolution 2****Resolution 3****Resolution 4****Resolution 5****Resolution 6****Resolution 7****Resolution 8****ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES**

"THAT pursuant to Section 75 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and under 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 allotted does not exceed 10 per centum of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment.

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

"THAT, subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.5 of Proposed Shareholders' Mandate in the Circular to Shareholders dated 30 April 2018 ("Recurrent RPTs") provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- 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
- are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

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

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.

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

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**KANG SHEW MENG**  
Secretaries

Petaling Jaya

30 April 2018

**Notes:**

- Only depositors whose names appear on the Record of Depositors as at 20 June 2018 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at the meeting shall not be entitled to appoint more than two (2) proxies to attend and vote in his/her stead. A proxy may not be a member of the Company.

- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint 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 which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an 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/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of its 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 thereof, must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory notes:

**Ordinary Resolution 1** - Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fees and benefits of the Non-Executive Directors of the Company consist of:

- Fees for Non-Executive Directors; and
- Meeting allowance for each Board/ Board Committee/ general meeting attended.

The shareholders at the Twelfth Annual General Meeting held on 20 May 2016 approved the Directors' fee of RM45,000.00 per Director per annum to the Non-Executive Directors for their services as Directors of the Company effective from 1 January 2016.

The shareholders at the Thirteenth Annual General Meeting held on 17 May 2017 approved the meeting allowance per meeting per Director as per table below for the period from 1 January 2017 until the Annual General Meeting for year 2018:

For Board	
Chairman	RM2,000
Members	RM1,500
For Audit Committee (AC)	
Chairman	RM1,500
Members	RM1,250
For Board Committees (excl. AC)	
Chairman	RM1,000
Members	RM750

The actual Directors' fees and benefits paid to the Non-Executive Directors for the period from 1 January 2017 until the Fourteenth Annual General Meeting is RM415,935.55.

Details of the fees and benefits paid to the Non-Executive Directors for the financial year ended 31 December 2017 are disclosed on page 44 of the Statement of Corporate Governance in the 2017 Annual Report.

The Directors' fees for the Non-Executive Directors for the period from 27 June 2018 until the conclusion of the next Annual General Meeting in year 2019 are estimated not to exceed RM317,000. The calculation is based on the estimated number of scheduled Board and Board Committees' meetings and on assumption that the number of the Non-Executive Directors will remain the same until the next Annual General Meeting in year 2019.

The Board will seek shareholders' approval at the next Annual General Meeting in the event the Directors' fees proposed is insufficient.

**Ordinary Resolution 7 - Authority to Allot Shares**

At last year's Thirteenth Annual General Meeting held on 17 May 2017, authority was given to Directors to allot and issue no more than 10% of the issued share capital of the Company. As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted, accordingly the mandate will lapse at the conclusion of the Fourteenth Annual General Meeting.

The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue shares of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

**Ordinary Resolution 8 - Proposed Renewal and New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 30 April 2018 which is despatched together with the Company's Annual Report 2017.