



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at Wisma Modal Khas, Lot 5815-A, Jalan Mawar, Taman Bukit Serdang, Seksyen 9, 43300 Seri Kembangan, Selangor Darul Ehsan on Monday, 28 May 2018 at 10.30 a.m. for the following purposes:

AGENDA

Ordinary Business

- 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)*
- To re-elect the following Directors who retire by rotation in accordance with Article 70 of the Articles of Association and who being eligible offer themselves for re-election:
(a) Dato' Teng Yoon Kooi *Ordinary Resolution 1*
(b) Teoh Kim Hooi *Ordinary Resolution 2*
- To elect Puan Norkamaliah Binti Hashim who retire by rotation in accordance with Article 75 of the Articles of Association and who being eligible offer herself for election. *Ordinary Resolution 3*
- To approve the payment of Directors' Fees of RM246,000 for the financial year ended 31 December 2017. *Ordinary Resolution 4*
- To approve the payment of Directors' benefits payable to the Board of the Company and its subsidiaries of up to RM1,000,000 for the financial period from 1 January 2018 until 31 December 2018. *Ordinary Resolution 5*
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Directors to determine their remuneration. *Ordinary Resolution 6*

Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modification:-

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016** *Ordinary Resolution 7*
"THAT subject always to the Companies Act 2016 ("Act"), the Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being."
- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** *Ordinary Resolution 8*
"THAT, subject always to the Companies Act, 2016 ("Act"), the Memorandum and Articles of Association of the Company and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with the Mandated Related Parties, particulars of which are set out in Section 2.3 of the Circular dated 25 April 2018, provided that such transactions are:-
(a) recurrent transaction of a revenue or trading nature;
(b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
(c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms with those generally available to the public; and
(d) not detrimental to the interests of the minority shareholders of the Company;
AND THAT such approval shall continue to be in force until:
(a) the conclusion of the next annual general meeting ("AGM") of the Company following this AGM where the authority is approved, at which time the authority will lapse unless renewed by a resolution passed at the meeting; or
(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;
whichever is earlier;
AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/ authorised by the Proposed Shareholders' Mandate."
- To transact any other business of which due notice shall been given in accordance with the Companies Act 2016.

By Order of the Board

LIM LEE KUAN (MAICSA 7017753)
ANNA LEE AI LENG (LS 0009729)
Company Secretaries

Selangor Darul Ehsan
25 April 2018

Notes:

- The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without restriction. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) 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.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 22 May 2018 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.
- Explanatory Notes on Special Business:
 - Ordinary Resolutions 4 & 5**
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 shall be approved at a general meeting.
In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the 13th AGM in two (2) separate resolutions as below:
 - Resolution 4 on payment of Directors' Fees totaling RM246,000 in respect of the financial year ended 31 December 2017; and
 - Resolution 5 on payment of Directors' benefits payable to the Board of the Company and its subsidiaries of up to RM1,000,000 for the financial period from 1 January 2018 until 31 December 2018.
 - Ordinary Resolution 7**
Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016
The proposed Ordinary Resolution 7, if approved, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The previous mandate was not utilised and no proceeds were raised. The purpose of this general mandate sought will provide flexibility to the Company for any possible fund raising activities 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.
 - Ordinary Resolution 8**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")
The proposed Ordinary Resolution 8, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of Mandated 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.
Please refer to the Circular to Shareholders dated 25 April 2018 dispatched together with this Annual Report.