

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting of the Company will be held at Klana Resort Seremban, Jalan Penghulu Cantik, Taman Tasik Seremban, 70100 Seremban, Negeri Sembilan Darul Khusus on Friday, 23 December 2016 at 11:00 a.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. (refer to Note 1)
- To re-elect the following Directors retiring pursuant to Article 71 of the Company's Articles of Association:-
  - Ms. Tan Lee Chin; and (Resolution 1)
  - Mr. Chua Eng Chin. (Resolution 2)
- To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. (Resolution 3)

**As Special Business**

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

- ORDINARY RESOLUTION 1** (Resolution 4)
  - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company, from time to time, and upon such terms and conditions and for such purposes as the Directors of the Company may deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued share capital of the Company for the time being **AND THAT** the Directors of the Company be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- SPECIAL RESOLUTION** (Resolution 5)
  - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"THAT the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as set out below ("Proposed Amendments") be and are hereby approved and adopted; **AND THAT** the Board of Directors be and are hereby authorised to execute all relevant documents and to do all acts and things as deemed necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company:-

Article No.	Existing Articles	Article No.	Proposed Articles
119	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the said Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and Auditors' reports shall not exceed four (4) months. A copy of each of the abovementioned documents in printed form or in CD-Rom or other electronic form permitted under the Listing Requirements or any combination thereof, shall, not less than twenty one (21) days before the date of general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meeting from the Company under the provisions of the Act or these Articles, in accordance with the provision of the Act or these Articles, provided that this Articles shall not require a copy of these documents to be sent to any person whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.	119	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the said Section. <del>The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and Auditors' reports shall not exceed four (4) months. A copy of each of the abovementioned documents in printed form or in CD-Rom or other electronic format permitted under the Listing Requirements or any combination thereof, shall, not less than twenty one (21) days before the date of general meeting be sent to every Member of, and to every holder of debentures of and trustees for every debenture holder of the Company and to every other person who is entitled to receive notice of general meeting from the Company under the provisions of the Act or these Articles, in accordance with the provision of the Act or these Articles, provided that this Articles shall not require a copy of these documents to be sent to any person whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</del>
120	A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of auditors' report relating thereto and of the Directors' report shall not more than six (6) months after the close of the financial year and not less than twenty-one days before the date of the meeting, be sent to every Member of, every holder of debenture of, and trustees for every debenture holder of, the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act, or of these Articles.		-DELETED-
121A	Subject to the compliance with the requirements of the Bursa and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD ROM") or digital video disc read-only memory format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever.	121A	Subject to the compliance with the requirements of the Bursa and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital video disc read-only memory format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever <b>electronic format or in such other forms of electronic media permitted under the Listing Requirements. In the event that the annual report is sent on electronic format and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the Member's request.</b>

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

By Order of the Board

**Chua Siew Chuan (F)** (MAICSA 0777689)

**Cheng Chia Ping** (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

31 October 2016

**Explanatory Notes to Special Business**

- Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

The Company wishes to renew the mandate to the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Twentieth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Annual General Meeting of the Company held on 23 December 2015 to issue and allot up to 80,964,020 ordinary shares of RM0.20 each or equivalent to ten per centum (10%) of the issued and paid-up share capital of the Company (hereinafter referred to as the "Previous Mandate").

As at the date of this Notice, no new shares in the Company were issued under the Previous Mandate which will lapse at the conclusion of the Twenty-First Annual General Meeting. Hence, no proceeds were raised therefrom.

The proposed Ordinary Resolution 1, if passed, will give the Directors of the Company, from the date of the Twenty-First Annual General Meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. There will be no adverse effect on the share price in such cases, as the new issuance would not be priced at a discount of more than ten per centum (10%) of the weighted average market price for five (5) market days before the price-fixing date. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The purpose to seek the General Mandate is to enable 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 both time and cost-consuming to organise a general meeting solely for such purpose. The General Mandate 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 and/or acquisitions.

- Proposed Amendments to the Articles of Association of the Company**

The Proposed Amendments are mainly to streamline the Articles of Association of the Company, to be aligned with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as well as to enhance administrative efficiency.

**Notes:-**

- This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 December 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- A proxy may but does not need to be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Notwithstanding this, 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.
- In the case of a corporate member, it may by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative, and a person so authorised shall in accordance with his authority-and-until-his-authority-is-revoked-by-the-corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company, subject to the receipt of the same by the Company in the manner as stipulated in Note 8 below.
- 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.
- 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 must be deposited at the Office of the Company's Share Registrar located at Level 7, Menara Milenium, Jalan Damankela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.