



Notice of the Thirty-First Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting of the Company will be held at Grand Seasons Hotel, 72 Jalan Pahang, 53000 Kuala Lumpur on Wednesday, 23 November 2016 at 11.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

1. To lay the Audited Financial Statements for the financial year ended 30 JUNE 2016 together with the Reports of the Directors and the Auditors thereon. Please refer Explanatory Note A
2. To re-elect the following Directors who retire in accordance with Article 82 of the Company's Articles of Association:
i) Tan Sri Dato' Lim Kang Hoo (Resolution 1)
ii) Mr Lee Wai Kuen (Resolution 2)
iii) Madam Lim Hoe (Resolution 3)
3. To re-appoint the following Directors who retire in accordance with Section 129 (6) of the Companies Act, 1965:
i) Mr. Khoo Nang Seng @ Khoo Nam Seng (Resolution 4)
ii) Mr. Chow Yoon Sam (Resolution 5)
4. To approve the payment of Directors' Fees for the financial year ended 30 JUNE 2016. (Resolution 6)
5. To declare a First and Final Single Tier Dividend of 3 sen per share in respect of the financial year ended 30 JUNE 2016. (Resolution 7)
6. To re-appoint Messrs. Mazars as Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)
7. As Special Business, to consider and if thought fit, to pass the following ordinary resolutions with or without modifications:-

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given for Ms. Kang Hui Ling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company". (Resolution 9)

AUTHORITY 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 Bursa Malaysia Securities Berhad and other relevant governmental / regulatory authorities, where such approvals are necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting". (Resolution 10)

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 2.4 of the Circular to Shareholders dated 31 October 2016 with the related parties listed in section 2.3 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favourable than those normally available to the public and are not to the detriment of the minority shareholders;

AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-

- a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting;
 - b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but not extending to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - c) revoked or varied by resolution passed by the shareholders in general meeting, (Resolution 11)
- whichever is the earlier".

8. To transact any other matter for which due notices have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Thirty-First Annual General Meeting, the First and Final Single Tier Dividend of 3 sen per share will be paid on 16 February 2017 to members whose names appear in the Record of Depositors on 31 January 2017.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for entitlement only in respect of:

- i. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 January 2017 in respect of ordinary transfers; and
- ii. Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Lim Thiam Wah, AC/IS
Chartered Secretary
Kuala Lumpur
31 October 2016

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors as at 9 November 2016 shall be entitled to attend and vote at the Annual General Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of a proxy.
4. For 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.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Explanatory notes on Special Business:-

- i. The Proposed Resolution 9, if passed, will allow Ms. Kang Hui Ling to continue in office as Independent Non-Executive Director. The Malaysian Code on Corporate Governance 2012 recommended that approval of shareholders be sought in the event that the Company intends to retain a person as an Independent Director, a person who has served in that capacity for more than 9 years. The Board has assessed and recommended that Ms. Kang Hui Ling who has served as Independent Non-Executive Director of the Company for more than 9 years, to continue to act as Independent Non-Executive Director, subject to shareholders' approval at the forthcoming Annual General Meeting of the Company.

Key justifications for her recommendation to continue as Independent Non-Executive Director are as follows:

- a. Fulfills the independent director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- b. Relevant experience and expertise as set out in her profile in the Annual Report.
- c. Long service with the Company enhances her knowledge and understanding of the business operations of the Group which enable her to contribute actively and effectively during deliberations or discussion at Audit Committee and Board Meetings.
- ii. The Proposed Resolution 10, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 18 December 2015 and which will lapse at the conclusion of the Thirty-First Annual General Meeting. 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(s), working capital and/or acquisitions.
- iii. The Proposed Resolution 11, if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 31 October 2016, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made on at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Explanatory Note A:-

This Agenda is meant for discussion only as under the provision of Section 169(1) of the Companies Act, 1965 the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.