

Notice of 10th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 10th Annual General Meeting of the Company will be held at:

Hang Li Po Room, Mines Wellness Hotel,
Jalan Dulang, Mines Resort City, 43300
Seri Kembangan, Selangor Darul Ehsan
Friday, 18 December 2015 at 10.30 a.m.



to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2015 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve the increase of the current annual limit for payment of Directors' fee and the payment of Directors' fee for the financial year ended 30 June 2015 in excess of the current annual limit. **Ordinary Resolution 2**
3. To re-elect the following Directors who retire by rotation in accordance with the Company's Articles of Association:-
 - (i) Dato' Lim Thiam Huat (Article 91) **Ordinary Resolution 3**
 - (ii) Datuk Lee Hwa Cheng (Article 91) **Ordinary Resolution 4**
 - (iii) Dato' Dr. Koe Seng Kheng (Article 84) **Ordinary Resolution 5**
 - (iv) Ms Thiang Chew Lan (Article 84) **Ordinary Resolution 6**
4. To appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**
5. As Special Business to consider and if thought fit, to pass the following Resolutions, with or without modifications: -

ORDINARY RESOLUTION I - AUTHORITY TO ISSUE SHARES

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."

Ordinary Resolution 8

ORDINARY RESOLUTION II - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT subject to the Companies Act, 1965 ("**Act**"), provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares of RM0.25 each ("**Shares**") through Bursa Securities, subject to the following:

Ordinary Resolution 9

- (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits and share premium accounts of the Company;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
 - (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which this resolution was passed, at which time the authority shall lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or
 - (ii) the expiry of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;whichever occurs first;
- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner:-
 - (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as Treasury Shares; or
 - (iii) retain part of the Shares so purchased as Treasury Shares and/or cancel the remainder; or
 - (iv) distribute the Treasury Shares as dividends to shareholders; or
 - (v) resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."

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

BY ORDER OF THE BOARD

KANG SHEW MENG

SEOW FEI SAN

Company Secretaries

Petaling Jaya

24 November 2015

Notes to the Notice of 10th Annual General Meeting:-

- Only depositors whose names appear in the Record of Depositors as at 10 December 2015 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one 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 appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Explanatory Notes on Special Business:-

Resolution No. 8 – Authority to Issue Shares

The Proposed Ordinary Resolution No. 8, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Ninth Annual General Meeting held on 13 December 2014 and which will lapse at the conclusion of the Tenth Annual General Meeting.

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 and/or acquisitions.

Resolution No. 9 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company to continue to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained earnings and share premium account of the Company. Further information on the Proposed Renewal of the Share Buy-Back Authority is set out in the Share Buy-back Statement dated 24 November 2015 which is despatched together with Company's Annual Report 2015.