

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of the Company will be held at Tanjung Room, Tanjong Puteri Golf Resort, Jalan Tanjong Puteri 1, 81700 Pasir Gudang, Johor on Monday, 22 May 2017 at 10.30 a.m. to transact the following business:-

## **ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. [Refer to Explanatory Note 1]
2. To re-elect the following Directors who retire in accordance with Article 86 of the Company's Articles of Association:
  - a) Mr. Leong Kah Mun; and (Ordinary Resolution 1)
  - b) Sr. Teh Teik Bin (Ordinary Resolution 2)
3. To re-elect En. Mohd Faisal Kaim Bin Abdullah, who retires in accordance with Article 93 of the Company's Articles of Association. (Ordinary Resolution 3)
4. To re-appoint General Tan Sri Dato' Sri Abdul Rahman Bin Abdul Hamid (Rtd) as Director of the Company. [ Refer to Explanatory Note 2] (Ordinary Resolution 4)
5. To approve the following payments to Directors:-
  - a) Directors' Fees of RM649,421 in respect of the financial year ended 31 December 2016; (Ordinary Resolution 5)
  - b) Directors' Fees up to RM800,000 in respect of the financial year ending 31 December 2017; and (Ordinary Resolution 6)
  - c) Directors' allowances payable to Directors of the Company not exceeding RM 300,000 for the financial year ending 31 December 2017. (Ordinary Resolution 7)
6. To re-appoint Messrs. UHY Chartered Accountants as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 8)

## **SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Resolutions:-

7. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) AND 76 (1) AND (3) OF THE COMPANIES ACT, 2016** (Ordinary Resolution 9)
 

"THAT, pursuant to Sections 75 and 76 of the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." [Please refer to Explanatory Note 4]
8. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** (Ordinary Resolution 10)
 

"THAT subject always to Companies Act, 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental authorities, the Company be and is hereby authorised to purchase and/ or hold such amount of ordinary shares in the Company's issued and paid-up share capital through Bursa Securities from time to time, upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:-

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- a. The maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up share capital of the Company at any one time;
- b. The maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate amount of the retained profits of the Company;
- c. The authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and will continue to be in force until :
  - i. the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
  - ii. the expiration of the period within which the next AGM after that date is required to be held; or
  - iii. revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Board of Directors ("Board") be and is hereby authorised to decide at its discretion either to retain the Purchased Shares as treasury shares and/ or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/ or to retain part of the Purchased Shares as treasury shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and other relevant authorities for the time being in force;

AND THAT the Board of Directors be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interests of the Company." [Please refer to Explanatory Note 5]

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

By Order of the Board  
**NG YIM KONG (LS 0009297)**

Company Secretary

28 April 2017  
Kuala Lumpur

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Notes:-

- i) A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- ii) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- iii) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iv) Where a member or the authorized nominee appoints more than two (2) proxies, or where an exempt authorized nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- v) A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- vi) The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- vii) 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 shall be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at 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 (48) hours before the time appointed for holding the meeting or adjourned meeting.
- viii) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 16 May 2017 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

Explanatory Notes to the Agenda:-

## Item 1 of the Agenda

1. The proposed Agenda 1 above is meant for discussion only. The provisions of Section 248(2) and 340 (1)(a) of the Companies Act, 2016 ["the Act"] and the Articles of Association of the Company require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

## Item 2 of the Agenda – Ordinary Resolution 4

2. Under the Companies Act 2016 which was enforced on 31 January 2017, there is no maximum age limit for Directors.

At the 25th AGM of the Company held on 30 May 2016, General Tan Sri Dato' Sri Abdul Rahman Bin Abdul Hamid (Rtd), who is above the age of 70, was re-appointed pursuant to Section 129 of the Companies Act 1965 to hold office until the conclusion of the 26th AGM. His term will end at the conclusion of the 26th AGM and he had offered himself for re-appointment.

The proposed Ordinary Resolution 1, if passed, will enable General Tan Sri Dato' Sri Abdul Rahman Bin Abdul Hamid (Rtd) to continue to act as Director of the Company and he shall be subject to retirement by rotation at a later date.

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The Nominating Committee (“NC”) of the Company has assessed the criteria and contribution of General Tan Sri Dato’ Sri Abdul Rahman Bin Abdul Hamid (Rtd) and recommended for his re-appointment. The Board endorsed the NC’s recommendation that General Tan Sri Dato’ Sri Abdul Rahman Bin Abdul Hamid (Rtd) be re-appointed as Director of the Company.

## Item 5 of the Agenda – Ordinary Resolution 5 & 6

3. 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 and its subsidiaries shall be approved at the general meeting.

In view of the above, the Board wishes to seek shareholders’ approval for the following payments to Directors at the 26th AGM in three (3) separate resolutions as below:-

Resolution 5 on payment of Directors’ Fees amounting to RM694,421 in respect of the financial year ended 31 December 2016; and

Resolution 6 on Payment of Directors’ Fees of up to RM800,000 in respect of financial year ending 31 December 2017, if approved, will allow fees to be paid to the Directors during the year.

Resolution 7 on payment of directors’ allowances payable to Directors of the Company not exceeding RM 300,000 and directors fee of up to RM 800,000 in respect of the financial year ending 31 December, 2017, if approved, will allow allowances to be paid to Directors during the year.

## Item 7 of the Agenda – Ordinary Resolution 9

### Authority to Allot Shares Pursuant to Section 75 and 76 of the Companies Act, 2016

4. The proposed Ordinary Resolution 8 is primarily to give authority to the Directors of the Company to allot and issue up to 10% of the issued capital at any time in their absolute discretion and for such purpose as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstances when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued share capital of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose.

## Item 8 of the Agenda – Ordinary Resolution 10

### Proposed Renewal of Authority for Share Buy-Back

5. The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase 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 profits and share premium of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back Authority is set out in the Share Buy-Back Statement to Shareholders of the Company which is despatched together with the Company’s 2016 Annual Report.