



NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Company will be held at Fullerton Suite, Victory Annex, Level 5, Eastern & Oriental Hotel, Penang, 10, Lebuh Farquhar, 10200 Penang on Friday, 26 May 2017 at 2.00 p.m. for the following purposes:-

**AGENDA**

**As Ordinary Business:**

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to the Explanatory Notes</b> |
| 2. To approve the payment of Directors' fees and Directors' benefits of RM78,000.00 for the financial year ending 31 December 2017.   | <b>Resolution 1</b>                          |
| 3. To re-elect Mr Loh Chye Teik who retires in accordance with the Company's Constitution (Article 129 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016).    | <b>Resolution 2</b>                          |
| 4. To re-elect Mr Cheah Choon Ghee who retires in accordance with the Company's Constitution (Article 129 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016). | <b>Resolution 3</b>                          |
| 5. To re-elect Ms Wang Chi Yeng who retires in accordance with the Company's Constitution (Article 134 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016).    | <b>Resolution 4</b>                          |
| 6. To re-appoint Dato' Dr. Loh Hock Hun as Director of the Company.   | <b>Resolution 5</b>                          |
| 7. To re-appoint Messrs. Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.                                    | <b>Resolution 6</b>                          |

**As Special Business :**

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|---|---------------------|
| 8. To consider and if thought fit, to pass with or without modifications the following resolutions:-  |                     |
| (i) <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ISSUE SHARES</b>  |                     |
| "That subject always to the Companies Act, 2016, the Constitution of the Company and the approvals of the relevant governmental and regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Companies Act, 2016, to issue shares in the Company at any time and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the 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 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." | <b>Resolution 7</b> |
| (ii) <b>ORDINARY RESOLUTION<br/>RETENTION OF MR LOH CHYE TEIK AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY</b>   |                     |
| "THAT subject to the passing of Resolution 2, approval be and is hereby given to Mr Loh Chye Teik who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."   | <b>Resolution 8</b> |
| (iii) <b>ORDINARY RESOLUTION<br/>RETENTION OF DATO' DR. LOH HOCK HUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY</b>  |                     |
| "THAT subject to the passing of Resolution 5, approval be and is hereby given to Dato' Dr. Loh Hock Hun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."   | <b>Resolution 9</b> |
| 9. To transact any other business for which due notices shall have been given in accordance with the Companies Act, 2016.   |                     |

By Order of the Board,

**CHEE WAI HONG (BC/C/1470)**  
**FOO LI LING (MAICSA 7019557)**  
Company Secretaries

Penang

Date : 30 April 2017

**Notes :**

- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint more than 2 proxies to attend and vote at the same meeting.
- Where a member appoints 2 proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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 as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- 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 pursuant to the Constitution of the Company (Article 79 of the Articles of Association as adopted before the commencement of the Companies Act, 2016) and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 19 May 2017 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- All resolutions as set out in this notice of Twelfth Annual General Meeting are to be voted by poll.

**Explanatory Note on Ordinary Business**

**Item 1 of the Agenda**

**To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.**

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

**Resolution 1 – Payment of Directors' fees and Directors' benefits**

Resolution 1 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2017 and assuming that all Non-Executive Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

**Resolution 5 – Re-appointment of Dato' Dr Loh Hock Hun as Director**

The proposed Ordinary Resolution 5 is to re-appoint Dato' Dr. Loh Hock Hun who is over 70 years of age and was re-appointed at the Annual General Meeting held on 27 May 2016 pursuant to Section 129 of the Companies Act, 1965 (which was then in force) to hold office until the conclusion of the next Annual General Meeting. The said Section 129 is now superseded by the Companies Act, 2016 which does not require a director over 70 years of age to be re-appointed at the Annual General Meeting. This resolution once passed will confirm the re-appointment of Dato' Dr. Loh Hock Hun to continue to act as Director of the Company without any further requirement for him to seek re-appointment in future.

**Explanatory Note on Special Business**

**Resolution 7 – Authority to issue shares**

**Renewal of authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7, if passed, is primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 under the general authority which was approved at the Eleventh Annual General Meeting held on 27 May 2016 and which will lapse at the conclusion of the Twelfth Annual General Meeting to be held on 26 May 2017. A renewal of this authority is being sought at the Twelfth Annual General Meeting under proposed Resolution 7.

This authority if granted 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, acquisition(s) and/or settlement of banking facility(ies).

**Resolution 8 – Retention of Mr Loh Chye Teik as an Independent Non-Executive Director of the Company**

The proposed Ordinary Resolution 8, if passed, will retained Mr. Loh Chye Teik as Independent Non-Executive Director of the Company in line with the recommendation no. 3.3 of the Malaysian Code of Corporate Governance 2012. Both the Nomination Committee and Board have assessed the independence of Mr Loh Chye Teik, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- His vast experience in the accounting, tax and audit industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
- He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- He has a good and thorough understanding of the main drivers of the business in a detailed manner.

**Resolution 9 – Retention of Dato' Dr. Loh Hock Hun as an Independent Non-Executive Director of the Company**

The proposed Ordinary Resolution 9, if passed, will retained Dato' Dr. Loh Hock Hun as Independent Non-Executive Director of the Company in line with the recommendation no. 3.3 of the Malaysian Code of Corporate Governance 2012. Both the Nomination Committee and Board have assessed the independence of Dato' Dr. Loh Hock Hun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- His vast experience particularly in public service has enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
- He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- He has a good and thorough understanding of the main drivers of the business in a detailed manner.

**PERSONAL DATA POLICY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.