



NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at Grand Bahamas, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Selangor Darul Ehsan on **Thursday, 25 May 2017 at 10.30 a.m.** to transact the following businesses:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees amounting to RM720,000.00 for the financial year ended 31 December 2016. **(Resolution 2)**
3. To approve the payment of meeting attendance allowance to Directors as per Table A with effect from February 2017 until otherwise resolved. **(Resolution 3)**
4. To re-elect the following Directors, who shall retire pursuant to Article 101 of the Company's Articles of Association:-
  - a) Dato' Lim Hong Thy **(Resolution 4)**
  - b) Y.A.M. Tunku Naquiyuddin Ibnu Tuanku Ja'afar **(Resolution 5)**
  - c) Lim Hun Soon @ David Lim **(Resolution 6)**
5. To re-appoint Deloitte PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

**AS SPECIAL BUSINESS:-**

6. To consider and, if thought fit, pass the following resolutions, with or without modifications:-

**6.1 AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

"THAT pursuant to Section 76 of the Companies Act, 2016 the Articles of Association of the Company and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered 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 may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued ordinary share 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." **(Resolution 8)**

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

"THAT approval be and is hereby given for the renewal of shareholders' mandate for the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with the LIM Group as specified in Section 2.4 of Part A of the Circular to Shareholders dated 27 April 2017. **(Resolution 9)**

PROVIDED ALWAYS that such transactions are:-

- (i) necessary for the day-to-day operations;
- (ii) carried out on an arm's length basis in the ordinary course of business and on normal commercial terms which are not more favourable to the related party than those generally available to the public; and
- (iii) are not to the detriment of the minority shareholders

("the Shareholders' Mandate")

AND THAT the Shareholders' Mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by resolution passed by shareholders in a general meeting before the next AGM,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

**6.3 PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL ISSUED ORDINARY SHARE CAPITAL OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK")**

"THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that: **(Resolution 10)**

- (i) the aggregate number of shares purchased does not exceed 10% of the total issued ordinary share capital of the Company as quoted on Bursa Securities at the point of purchase;
- (ii) an amount not exceeding the Company's retained profits be allocated for the purchase of its own shares (as at 31 December 2016, the amount of the retained profits account of the Company stood at RM419,805,000); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to transfer the shares for purposes of share rewards to employees or as purchase consideration.

AND THAT the authority conferred by this resolution will commence immediately and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) 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 and with the fullest power to do all such acts and things thereafter in accordance with the Companies Act, 2016, the requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities."

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Articles of Association.

By Order of the Board

**LEONG OI WAH (MAICSA 7023802)**  
**MABEL TIO MEI PENG (MAICSA 7009237)**  
Company Secretaries

27 April 2017

**NOTES:-**

- 1) A Member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. When a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
- 2) 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- 3) Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Share Registrar of the Company at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan FJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
- 4) Depositors who appear in the Record of Depositors as at 19 May 2017 shall be regarded as Member of the Company entitled to attend the Twenty-First Annual General Meeting or appoint a proxy to attend and vote on his behalf.
- 5) Explanatory Notes on Special Business:-

**(a) Ordinary Resolution 3**

Section 230(1) of the Companies Act, 2016 requires the benefits payable to Directors of the Company to be approved at a general meeting. Shareholders' approval for the payment of meeting attendance allowance in Table A below is sought and shall take effect from February 2017 onwards until such time a revision is proposed.

Table A

| Attendance Allowance   | Chairman | Member |
|------------------------|----------|--------|
| Board of Directors     | 2,000    | 2,000  |
| Audit Committee        | 10,000   | 8,000  |
| Nominating Committee   | 1,500    | 1,000  |
| Remuneration Committee | 1,500    | 1,000  |

**(b) Ordinary Resolution 8**

The proposed Ordinary Resolution will give powers to the Directors to issue and allot up to a maximum ten per centum (10%) of the issued ordinary share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 26 May 2016. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fundraising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

**(c) Ordinary Resolution 9**

Please refer to the Circular to Shareholders dated 27 April 2017 for further information.

**(d) Ordinary Resolution 10**

The proposed Ordinary Resolution 10, if passed, will empower the Directors to purchase the Company's ordinary shares up to 10% of the issued ordinary share capital of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

Please refer to the Statement in relation to the Proposed Renewal of Authority for Share Buy-Back dated 27 April 2017 for further information.