



**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting of the Company will be held at the Boardroom, Ornaresort Berhad, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Jasin, Melaka on Monday, 29 May 2017 at 10:30 a.m. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. **Please refer to Note 6**
2. To approve the payment of Directors' fees amounting to RM105,800.00 in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To approve the payment of Directors' fees and any benefits payable up to an amount of RM165,800.00 from 1 January 2017 until the next Annual General Meeting of the Company. **Resolution 2**
4. To re-elect the following Directors who are due to retire in accordance with Article 96 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - (a) Mr. Low Kim Ong **Resolution 3**
  - (b) Mr. Low Yong Seng **Resolution 4**
5. To re-appoint Messrs. BDO as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 5**  
**As Special Business**  
 To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:
  6. **Ordinary Resolution I** **Resolution 6**  
**– Authority to Issue Shares Pursuant to Section 75 of the Companies Act 2016**  
 THAT subject to Section 75 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.
  7. **Ordinary Resolution II** **Resolution 7**  
**- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
 THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 2.3(a) of the Circular to Shareholders dated 28 April 2017 provided that such transactions are:-
    - (i) recurrent transactions of a revenue or trading nature;
    - (ii) necessary for the Company's day-to-day operations;
    - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
    - (iv) not to the detriment of minority shareholders
 ("Proposed Shareholders' Mandate").  
 THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until the earlier of:-
    - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
    - (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
    - (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;
 AND THAT the Directors of the Company be authorised to complete and do 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 Proposed Shareholders' Mandate.
  8. **Ordinary Resolution III** **Resolution 8**  
**– Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
 THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 2.3(a) of the Circular to Shareholders dated 28 April 2017 provided that such transactions are:-
    - (i) recurrent transactions of a revenue or trading nature;
    - (ii) necessary for the Company's day-to-day operations;
    - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
    - (iv) not to the detriment of minority shareholders
 ("Proposed New Shareholders' Mandate").  
 THAT the authority for the Proposed New Shareholders' Mandate shall continue to be in force until the earlier of:-
    - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
    - (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
    - (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;
 AND THAT the Directors of the Company be authorised to complete and do 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 Proposed New Shareholders' Mandate.
  9. **Ordinary Resolution IV** **Resolution 9**  
**– Proposed Renewal of Authority for Share Buy-Back**  
 THAT subject to the compliance with Section 127 of the Companies Act 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, 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 Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 28 April 2017.  
 THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.  
 THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and 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 to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid 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 to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.
  10. To transact any other ordinary business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (MAICSA 0777689)**

**SEAN NE TEO (LS 0008058)**

Company Secretaries

Melaka

Dated: 28 April 2017

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2017 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
3. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a shareholder is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
6. This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
7. Explanatory Notes to Special Business:-
  - (i) **Authority to Issue Shares**  
 The proposed Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Seventh Annual General Meeting of the Company held on 30 May 2016 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate").  
 The General Mandate granted by the shareholders at the Seventh Annual General Meeting of the Company had not been utilised and hence no proceed was raised therefrom.  
 The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.
  - (ii) **Proposed Shareholders' Mandates**  
 The proposed Resolutions 7 and 8 are intended to enable the Company and its affiliated companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.  
 Please refer to the Circular/Statement to Shareholders dated 28 April 2017 for further information.
  - (iii) **Proposed Authority for the Company to Purchase its Own Shares**  
 The proposed Resolution 9 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Please refer to the Circular/Statement to Shareholders dated 28 April 2017 for further information.