

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting of the Company will be held at its Registered Office at 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 17 September 2015 at 9.30 a.m. for the following purposes:

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' fees for the financial year ended 31 March 2015. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 85 of the Company's Articles of Association:
  - Dato' Ir. Kalid bin Alias **(Ordinary Resolution 2)**
  - Nik Din bin Nik Sulaiman **(Ordinary Resolution 3)**
- To appoint Messrs. BDO Malaysia, Chartered Accountants as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Annexure A" in the Annual Report 2015) has been received by the Company for the nomination of Messrs. BDO Malaysia, Chartered Accountants for appointment as Auditors of the Company and of the intention to propose the following ordinary resolution:

"That Messrs. BDO Malaysia, Chartered Accountants be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration." **(Ordinary Resolution 4)**

##### AS SPECIAL BUSINESS

To consider and, if thought fit, with or without modification, to pass the following resolutions:

##### 5. Retention of Independent Directors

"That the following Directors be retained as Independent Non-Executive Directors of the Company, until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysia Code on Corporate Governance 2012:

- Dato' Ir. A. Rashid bin Omar **(Ordinary Resolution 5)**
- Dato' Ir. Kalid bin Alias **(Ordinary Resolution 6)**

##### 6. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"That, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act to issue and allot shares in the Company at any time 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 pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up 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 to be in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 7)**

##### 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"That, subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the renewal of the shareholders' mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.3 of the Circular to Shareholders dated 26 August 2015, subject further to the following:

- the transactions are in the ordinary course of business which are necessary for the day-to-day operations and are on normal commercial terms not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- such approval shall continue to be in force until:
  - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company at that general meeting of the Company;
  - the expiry of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;
 whichever is the earlier.

And that the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give full effect to and complete the matters described in this ordinary resolution." **(Ordinary Resolution 8)**

##### 8. Proposed New Shareholders' Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature

"That, subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into new recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.3 of the Circular to Shareholders dated 26 August 2015, subject further to the following:

- the transactions are in the ordinary course of business which are necessary for the day-to-day operations and are on normal commercial terms not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- such approval shall continue to be in force until:
  - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company at that general meeting of the Company;
  - the expiry of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;
 whichever is the earlier.

And that the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give full effect to and complete the matter described in this ordinary resolution." **(Ordinary Resolution 9)**

##### 9. Proposed Amendments to Articles of Association of the Company

"That the amendments to Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 26 August 2015 be and is hereby approved and that the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and do all acts and things and take all steps as may be considered necessary to give full effect of the Proposed Amendments to Articles of Association of the Company." **(Special Resolution)**

##### 10. To transact any other ordinary business of which due notice has been given.

By Order of the Board,

**Chan Bee Kuan (MAICSA 7003851)**  
**Lee Poh Yean (MAICSA 7015043)**  
Company Secretaries

Selangor Darul Ehsan  
26 August 2015

##### Explanatory Notes to Ordinary Business:

Agenda 1 is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the formal approval of shareholders is not required to be obtained. Hence, the matter will not be put forward for voting.

##### Explanatory Notes to Special Business:

- Retention of Independent Directors**  
The Ordinary Resolution 5 and 6, if passed, will allow Dato' Ir. A. Rashid bin Omar and Dato' Ir. Kalid bin Alias to be retained as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting even though, they have served in that capacity for a cumulative term of over nine (9) years, in line with the recommendation under the Malaysian Code of Corporate Governance 2012.

The Board values the contributions and commitments of Dato' Ir. A. Rashid bin Omar and Dato' Ir. Kalid bin Alias to the Company, in performing their functions and duties in their respective roles, including but not limited to attendance at Board and Board Committees' meetings. They have vast experience and in-depth knowledge of the business of MTDACPI Group, and the challenges faced by the Company. They have the ability to maintain independent judgment and express constructive and unbiased views without any influence, in the decision making process of the Board.

The Board through the Nomination Committee has made the necessary assessment on their independence and recommend that Dato' Ir. A. Rashid bin Omar and Dato' Ir. Kalid bin Alias be retained as Independent Non-Executive Director, to serve in their respective positions as Chairman of the Board and Senior Independent Non-Executive Director, in the best interest of the Company.

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
The Ordinary Resolution 7, if passed, will enable the Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The renewal of this authority will provide flexibility to the Company for any possible fund raising proposals, including but not limited to placing of shares, for purpose of funding investment, acquisition and/or reduction of borrowings.

As at the date of this Notice, there is no issuance and allotment of shares pursuant to the shareholders' mandate obtained on 25 September 2014.

##### 3. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolutions 8 and 9, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties in the ordinary course of business which are necessary for day-to-day operations and on normal commercial terms which are not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details of the proposed shareholders' mandate are set out in the Circular to Shareholders dated 26 August 2015.

##### 4. Proposed Amendments to Articles of Association of the Company

The proposed adoption of the Special Resolution is in line with the amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirements. The details of the Proposed Amendments to Articles of Association of the Company are set out in Appendix I of the Circular to Shareholders dated 26 August 2015.

##### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at **9 September 2015** shall be eligible to attend, speak and vote at the Meeting or appoint proxy/proxies to attend, speak and vote on their stead at the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his stead at the Meeting. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the 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 (1) proxy but 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.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint multiple proxies in respect of each omnibus account it holds with ordinary shares of the Company standing to the credit of the said omnibus account.
- The instrument appointing a proxy in the case of an individual member, shall be in writing under the hand of the appointor or his attorney duly authorised in writing or in the case of a corporate member, shall be either under its Common Seal or under the hand of an officer or attorney, duly authorised.
- Where a member / authorised nominee appoints two (2) proxies or an exempt authorised nominee appoints multiple proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan before 9.30 a.m. on 15 September 2015, not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.
- Member has the right to demand a poll for any resolution in the Notice of Annual General Meeting, on or before the declaration of result of the show of hands. Unless a poll is demanded, a declaration that a resolution has on a show of hands been carried unanimously / by a particular majority / lost, shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against the resolution. The demand for a poll, may before the poll is taken, be withdrawn.
- A poll may be demanded by either:
  - the Chairman of the Meeting; or
  - any member or members present in person or proxy and representing not less than one-tenth (10%) of total voting rights of all members having the right to attend and vote at the Meeting; or
  - a member or members holding shares in the Company conferring a right to attend and vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (10%) of the total sum paid up on all the shares conferring that right.

##### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.