

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth ("6th") Annual General Meeting ("AGM") of the Company will be held at Pahlawan 5, Level 5, Summit Hotel, Persiaran Kewajipan USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Wednesday, 28 November 2012 at 10.00 a.m. for the purpose of transacting the following businesses:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2012 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A**
2. To approve the payment of a final single tier dividend of 10% per ordinary share of RM0.10 each for the financial year ended 30 June 2012. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees for the financial year ended 30 June 2012. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Article 83 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Dr Tou Teck Yong **Ordinary Resolution 3**
 - (b) Lu Chee Leong **Ordinary Resolution 4**
5. To re-appoint Messrs BDO as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. **PROPOSED RENEWAL OF AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Ordinary Resolution 6**

"THAT pursuant to Section 132D of the Companies Act, 1965 ("Act") and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company as at the date of this AGM excluding the number of ordinary shares arising from the exercise of the Employees' Share Option Scheme (ESOS), AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM."
7. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a final single tier dividend of 10% per ordinary share of RM0.10 each for the financial year ended 30 June 2012 will be paid on 21 December 2012 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 5 December 2012.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 5 December 2012 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

By Order of the Board

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)
GOH YOKE CHEE (MIA 20583)
Company Secretaries

Dated: 6 November 2012
Selangor Darul Ehsan

Note:-

- A. This Agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 do not require a formal approval of the shareholders and hence, is not put forward for voting.

Proxy

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 22 November 2012. Only a depositor whose name appears on the Record of Depositors as at 22 November 2012 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend in his/her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
(ii) Where a member of the Company is an exempt authorised nominee 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.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing the proxy, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy of such power of attorney, must be deposited at the Registered Office of the Company at No. 1, Jalan TP 7/7, Sime UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
6. **Explanatory notes on Special Business**

Ordinary Resolution 6

The proposed Ordinary Resolution 6 is to seek renewal of the mandate from shareholders. The resolution if duly passed, is primarily to give the flexibility and authority to the Directors of the Company, from the date of the forthcoming 6th AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company as at the date of the 6th AGM excluding the number of ordinary shares arising from the exercise of the Employees' Shares Option Scheme ("ESOS"), for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company following the forthcoming 6th AGM.

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 circumstance 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 capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, the Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion. This authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company pursuant to Section 132(D) of the Companies Act, 1965 since obtaining the said authority from its shareholders at the last AGM held on 18 November 2011.