



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Ujong Pandang Room, Staffield Country Resort, Batu 13, Jalan Seremban - Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Thursday, 20 December 2012 at 10.00 a.m. for the following purposes:

AGENDA

1. To receive and adopt the audited Financial Statements for the year ended 31 July 2012 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To declare a first and final single tier tax exempt dividend of 3.0 sen per ordinary share in respect of the financial year ended 31 July 2012. **(Resolution 2)**
3. To approve the payment of Directors' Fees amounting to RM186,000 (2011: RM114,000) for the financial year ended 31 July 2012. **(Resolution 3)**
4. To re-elect the following Directors who retire in accordance with Article 112 of the Company's Articles of Association.
- Dr. Leong Chik Weng **(Resolution 4)**
- Mr. Gan Choon Sun **(Resolution 5)**
5. To re-appoint Messrs. BDO as Auditors and to authorize the Directors to fix their remuneration. **(Resolution 6)**
6. As SPECIAL BUSINESS, to consider, and if thought fit, to pass the following as Ordinary Resolution and Special Resolution respectively:
 - 6.1 Authority to issue shares not exceeding ten (10) per centum of the Issued Capital of the Company - Ordinary Resolution

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental / regulatory authorities (if any shall be required), the Directors be and are hereby empowered to issue shares (other than bonus or rights issue) 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 the resolution in any one financial year of the Company (other than by way of bonus or rights issue) does not exceed ten (10) per centum of the issued capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 7)

6.2 Proposed Amendments to the Articles of Association of the Company - Special Resolution

"THAT the proposed amendments to the Articles of Association of the Company as per Appendix 1 attached be and are hereby approved and THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Articles of Association of the Company."

(Resolution 8)

7. To transact any other ordinary business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD

NG BEE LIAN
TAN ENK PURN
Company Secretaries

Seremban
23 November 2012

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting on 20 December 2012, the first and final single tier tax exempt dividend of 3.0 sen per ordinary share in respect of the financial year ended 31 July 2012 will be payable on 8 January 2013 to Depositors whose names appear in the Record of Depositors on 26 December 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a) shares transferred into the depositor's securities account before 4.00 p.m. on 26 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 Bursa Malaysia Securities Berhad.

Notes:

1. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint one or more Proxies to attend and vote in his stead. Where a member appoints two or more Proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each Proxy. A Proxy need not be a member of the Company. The instrument appointing a Proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation either under its common seal or under the hands of duly authorised officer or attorney.
2. All forms of Proxy must be deposited at the Company's Registered Office at Chamber E, Lian Seng Courts, No. 275, Jalan Haruan 1, Oakland Industrial Park, 70200 Seremban, Negeri Sembilan Darul Khusus not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.

3. 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 which is credited with ordinary shares of the Company.
4. Only members whose name appear in the Record of Depositors as at 13 December 2012 (at least 3 market days before the AGM date) will be entitled to attend and vote at the meeting.
5. Explanatory Notes:

(a) Item 6.1 of the Agenda - Ordinary Resolution

Authority to issue shares not exceeding ten (10) per centum of the Issued Capital of the Company. The Ordinary Resolution proposed under item 6.1 of the Agenda, if passed, is to empower the Directors to issue up to a maximum of ten (10) per centum of the total issued share capital of the Company for the time being without convening a general meeting for such purposes as the Directors consider would be in the 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. No shares had been issued by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 07 December 2011. The renewal of the general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding future investment project(s), working capital and/ or acquisition.

(b) Item 6.2 of the Agenda - Special Resolution

Proposed Amendments to Articles of Association of A-Rank Berhad ("Proposed Amendments") The Proposed Amendments are to comply with the amendments made to Chapter 7 of the Listing Requirements in relation to the appointment of multiple proxies by an exempt authorised nominee and qualification of proxy.