



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Third Annual General Meeting of the Company will be held at St. Andrew's Hall, Duta Vista Executive Suites, No. 1 Persiaran Ledang, Off Jalan Duta, 50480 Kuala Lumpur on Thursday, 27th December 2012 at 10.30 a.m. for the following purposes:

AGENDA

- To receive and adopt the audited financial statements for the financial year ended 30th June 2012 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
- To approve the payment of Directors' Fees amounting to RM96,000.00 in respect of the financial year ended 30th June 2012. (Resolution 2)
- To re-elect the following Directors who are retiring by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Mr James Wong Kwong Yew (Resolution 3)
 - Dato' Tan Lee Sing (Resolution 4)
- To re-elect the following Directors who are retiring in accordance with Article 106 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Mr Chan Chee Meng (Resolution 5)
 - Mr Koay Ghee Teong (Resolution 6)
- To consider, and if thought fit, to pass the following resolution:-

"THAT Dato' Dr. Mohd. Noordin bin Haji Keling, who retires in compliance with Section 129(6) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)
- To re-appoint Messrs. Baker Tilly Monteiro Heng, as auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 8)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-

7. Ordinary Resolution No. 1:

Approval for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised pursuant to Section 132D of the Companies Act, 1965 to issue new ordinary shares of RM1.00 each in the Company, from time to time and upon such terms and conditions and for such purposes and to such person/persons or party/parties whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 9)

8. ORDINARY RESOLUTION NOS. 2 AND 3:

- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

To retain the following Directors as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012:-

- Dato' Dr. Mohd. Noordin bin Haji Keling (Resolution 10)
- Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse (Resolution 11)

9. SPECIAL RESOLUTION:

- PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the Proposed Amendments to the Company's Articles of Association as set out in Appendix I of the Company's Annual Report 2012 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 Company's Articles of Association." (Resolution 12)

- To transact any other business for which due notice has been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

Chan Keng Yew
Choi Siew Fun
Company Secretaries

Kuala Lumpur
5th December 2012

NOTES:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 17th December 2012 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 are not applicable to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his 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 ("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. In such instance, the member shall specify the securities account number for each appointment.
- Where a member of the Company is an exempt authorized nominee as defined under the 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 authorized nominee may appoint in respect to the omnibus account.
- The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at No.1, Persiaran Ledang, Off Jalan Duta, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATION NOTE ON SPECIAL BUSINESS:

(a) Approval for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution No. 9, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting ("AGM"), to issue and allot ordinary shares in the Company up to and not exceeding in total ten per cent (10%) of the issued share capital of the Company for the time being, for such purposes as they 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 AGM.

As at the date of this notice, the Company has not issued any new shares under the general authority, which was approved at the 52nd AGM held on 22nd December 2011, and which will lapse at the conclusion of the 53rd AGM. A renewal of this authority is being sought at the 53rd AGM under the proposed Ordinary Resolution No. 9.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

(b) Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012

(i) Dato' Dr. Mohd. Noordin bin Haji Keling

Dato' Dr. Mohd. Noordin bin Haji Keling was appointed Independent Non-Executive Director of the Company on 1st July 1994, and has, therefore served for more than nine (9) years. As at the date of the notice of the AGM, he has served the Company for eighteen (18) years. However, he has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, however, considers him to be independent and recommends that he should be retained as Independent Non-Executive Director.

(ii) Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse

Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse was appointed Independent Non-Executive Director of the Company on 20th October 1997, and has, therefore served for more than nine (9) years. As at the date of the notice of the AGM, he has served the Company for fifteen (15) years. However, he has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, however, considers him to be independent and recommends that he should be retained as Independent Non-Executive Director.

(c) Proposed Amendments to the Company's Articles of Association (hereinafter referred to as "the Proposed Amendments")

The Proposed Amendments by way of Special Resolution under Resolution No. 12 are to amend the Company's Articles of Association to be in line with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements mainly in relation to the appointment of multiple proxies by an exempt authorised nominee, qualification of proxy and rights of proxy to speak. The Proposed Amendments will also include provision for Board meetings of the Company to be held via telephonic communication, videoconferencing or other forms of simultaneous communication.

The details of the Proposed Amendments are set out in Appendix I of the Company's Annual Report 2012 on pages 105 to 106 of the Annual Report.