

## NOTICE OF 43RD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty-Third (43rd) Annual General Meeting of the Company will be held at Sunway Pyramid Convention Center, Level CP3, No 3 Jalan PJS 11/15, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 April 2013 at 11.00 a.m. for the following purposes:

**Agenda:**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' reports thereon  
**Ordinary Resolution 1**
2. To approve a payment of a Final and Special Single Tier Dividend of 58 sen per RM0.50 share in respect of the financial year ended 31 December 2012.  
**Ordinary Resolution 2**
3. To approve the payment of Directors' fees of RM160,000 for the financial year ended 31 December 2012.  
**Ordinary Resolution 3**
4. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 4**

**Special Business**

5. To consider, and if thought fit, pass with or without modifications, the following Resolution:-

**RE-ELECTION OF DIRECTORS**

- (a) **THAT** Roy Enzo Bagattini, who retires pursuant to Article 92(a) of the Articles of Association of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 5**
- (b) **THAT** Roland Arthur Lawrence, who retires pursuant to Article 92(e) of the Articles of Association of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 6**

6. To consider, and if thought fit, pass with or without modifications, the following Resolutions in accordance with Section 129 of the Companies Act, 1965:-

**RE-APPOINTMENT OF DIRECTORS**

- THAT** pursuant to Section 129 of the Companies Act, 1965, the following Directors who are over the age of seventy (70) years, be and are hereby re-appointed as Directors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company:  
(a) Dato' Lim Soy Chong; and  
(b) Datuk M.R. Gopala Krishnan C.R.K. Pillai".  
**Ordinary Resolution 7**  
**Ordinary Resolution 8**

7. To consider, and if thought fit, pass the following Resolutions, with or without modifications, as Ordinary Resolutions of the Company:

**AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

- THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain 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 unless revoked or varied by the Company at a general meeting."  
**Ordinary Resolution 9**

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3(a) of the Circular to Shareholders dated 4 April 2013 ("the Related Party") provided that such transactions are:

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company

("the Shareholders' Mandate").

**THAT** such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) is revoked or varied by resolution passed by shareholders in a general meeting;

whichever is the earliest;

- AND THAT** the Directors of the Company be hereby authorised to complete and do all 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 Shareholders' Mandate."  
**Ordinary Resolution 10**

9. To consider, and if thought fit, pass with or without modifications, the following Resolution:

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3(b) of the Circular to Shareholders dated 4 April 2013 ("the Related Party") provided that such transactions and/or arrangements are:

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company

("the Shareholders' Mandate").

**THAT** such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after that date 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
- (iii) is revoked or varied by resolution passed by shareholders in a general meeting,

whichever is the earliest;

- AND THAT** the Directors of the Company be hereby authorised to complete and do all 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 Shareholders' Mandate."  
**Ordinary Resolution 11**

10. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE CHAIRMAN**  
**THAT** subject to the passing of Ordinary Resolution 7, authority be and is hereby given to Dato' Lim Soy Chong who has served as an Independent Non-Executive Director and Chairman of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company."  
**Ordinary Resolution 12**

11. To consider any other business of which due notice shall be given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

**Notice of Dividend Payment and Closure of Register**

**NOTICE IS HEREBY GIVEN THAT**, subject to the approval of the shareholders at the Forty-Third (43rd) Annual General Meeting to be held on Friday, 26 April 2013, a Final and Special Single Tier Dividend of 58 sen per RM0.50 share in respect of the financial year ended 31 December 2012 will be payable on 20 May 2013 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 6 May 2013.

A depositor shall qualify for entitlement to the dividends only in respect of:

- (a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 6 May 2013 in respect of ordinary transfers;
- (b) Shares deposited into the Depositor's securities account before 12.30 p.m. on 2 May 2013 (in respect of shares which are exempted from mandatory deposit); and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

**Lew Young Fah** (MIA 10936)

Secretary

Shah Alam

4 April 2013

**Notes:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint ONE person as his proxy to attend and vote in his stead at the meeting. A proxy need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. If a Member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
3. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it shall be entitled to appoint at least one proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. 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.
5. Where the Proxy Form is executed by a corporation, it must be either under its Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 50(9)(a) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 19 April 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

**Explanatory Notes on Special Business**

**(i) Ordinary Resolutions 5 and 6 – Re-election of Directors**

The business on re-election of Directors that is to be transacted at the Annual General Meeting is deemed special pursuant to Article 51 of the Articles of Association of the Company.

**(ii) Ordinary Resolutions 7 and 8 – Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965**

The re-appointment of Dato' Lim Soy Chong and Datuk M.R. Gopala Krishnan C.R.K. Pillai, persons over the age of 70 years as Directors of the Company to hold office until conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolutions are passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' specifying the intention to propose the Resolutions have been duly given.

**(iii) Ordinary Resolution 9 – Authority for Directors to issue shares pursuant to Section 132D of the Companies Act, 1965**

This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This mandate is a renewal of the last mandate granted to the Directors at the Forty-Second (42nd) Annual General Meeting held on 26 April 2012 and which will lapse at the conclusion of the Forty-Third (43rd) Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate.

The renewal of this 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.

**(iv) Ordinary Resolution 10 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

The detailed text on Ordinary Resolution 10 on the Proposed Renewal of Shareholders' Mandate is included in the Circular to Shareholders dated 4 April 2013 which is enclosed together with the Annual Report.

**(v) Ordinary Resolution 11 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**

The detailed text on Ordinary Resolution 11 on the Proposed New Shareholders' Mandate is included in the Circular to Shareholders dated 4 April 2013 which is enclosed together with the Annual Report.

**(vi) Ordinary Resolution 12 – Continuing in Office as Independent Non-Executive Chairman**

Dato' Lim Soy Chong has served the Board as an Independent Non-Executive Director and Chairman of the Company for a cumulative term of nearly ten (10) years. The Board has recommended him to continue to act as an Independent Non-Executive Chairman based on the following justifications:-

- a. He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- b. He has vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion; he exercises independent judgement and has the ability to act in the best interest of the Company;
- c. He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- d. He has continued to exercise his independence and due care during his tenure as an Independent Non-Executive Director and Chairman of the Company and carried out his professional duties in the best interest of the Company and shareholders; and
- e. He has been providing continuity with three (3) changes of Managing Directors in his nearly ten (10) years on the Board.