



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 10th Annual General Meeting of the Company will be held at The Gurney Resort Hotel & Residences, 18 Persiaran Gurney, 10250 Penang, Malaysia on Tuesday, 28 May 2013 at 10.00 am for the following purposes:

### AGENDA

#### As Ordinary Business:

- To receive the Audited Financial Statements for the year ended 31 December 2012 and the Reports of Directors and Auditors thereon. **Resolution 1**
- To approve the payment of Directors' Fees of RM235,200 for the financial year ended 31 December 2012. **Resolution 2**
- To re-elect the following directors retiring in accordance with Article 100(1) of the Company's Articles of Association. **Resolution 3**
  - Mr. Ooi Teng Chew **Resolution 2**
  - Datuk Chuah Kim Seah **Resolution 3**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965:  
"THAT Dato' Mahinder Singh Dulku, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of next annual general meeting of the Company." **Resolution 4**
- To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

#### As Special Business:

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

- Ordinary Resolution**  
**Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**  
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the Company's Articles of Association and the approvals of the relevant 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 deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the annual general meeting commencing next after the date on which the next annual general meeting after that date is required by law to be held whichever is earlier; but any approval may be previously revoked or varied by the Company in general meeting." **Resolution 6**
- Ordinary Resolution**  
**Continuation in office as an Independent Non-Executive Chairman**  
"THAT Mr. Ooi Teng Chew, who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, be retained and continued to act as an Independent Non-Executive Chairman of the Company in accordance with the Malaysian Code of Corporate Governance 2012." **Resolution 7**
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 10th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 65(c) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 21 May 2013. Only a depositor whose name appears on the Record of Depositors as at 21 May 2013 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

By Order of the Board

**WOON MEI LING (MAICSA 7047736)**  
**LEE YAP KUAN (MAICSA 7003482)**  
Joint Company Secretaries

Penang  
30 April 2013

### Notes:

#### Appointment of Proxy

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b)&(c) of the Companies Act, 1965 shall not apply to the Company.
- For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 2-1, 2nd Floor, Menara Penang Garden, 42-A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy 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 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

#### Explanatory Note on Special Business

##### Resolution 6 – Authority to Issue Shares

The proposed Resolution 6, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next annual general meeting.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting held on 28 May 2012 and which will lapse at the conclusion of the 10th Annual General Meeting.

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

##### Resolution 7 – Continuation in office as an Independent Non-Executive Chairman

The proposed Resolution 7, if passed, will allow Mr. Ooi Teng Chew to be retained and continued acting as Independent Directors to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the Recommendation No. 3.2 of the Malaysian Code of Corporate Governance 2012. Full details of the Board's justification and recommendations for the retention of Mr. Ooi Teng Chew are set out under Corporate Governance Statement in the Company's Annual Report 2012.