



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of the Company will be held at Perdana Room, Bukit Jalil Golf and Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 12 June 2013 at 2.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of Directors and Auditors thereon (Please refer to Note A). (Ordinary Resolution 1)
- To approve the payment of Directors' fees for the financial year ended 31 December 2012. (Ordinary Resolution 2)
- To re-elect the following Directors retiring in accordance with the Article 96 of the Company's Articles of Association:-  
(1) Ms Pan Kim Fong (Ordinary Resolution 2)  
(2) Mr Woh Way Cheang (Ordinary Resolution 3)
- To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-  
"THAT Mr Liew G Hoe @ Liew Chee Hoe, retiring pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 4)
- To approve the re-appointment of retiring Auditors, Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions with or without any modifications as resolutions:-

- Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**  
"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of Bursa Malaysia Securities Berhad and other relevant governmental or regulatory bodies, where such approvals are necessary, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, 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 ten percent (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed renewal of existing shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and proposed new shareholders' mandate for additional RRPT**  
"THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the renewal of the shareholders' mandate for the Company and its subsidiaries ("STC Group") to enter into and to give effect to specified RRPT and with specified class of the related parties as stated in Section 3.3 of the Circular to Shareholders dated 21 May 2013, which are necessary for its day-to-day operations, to be entered into by the STC Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate");

THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Securities, approval be and is hereby given for the shareholders' mandate for the STC Group to enter into and to give effect to additional RRPT and with specified class of the related parties as stated in Section 3.4 of the Circular to Shareholders dated 21 May 2012, which are necessary for its day-to-day operations, to be entered into by the STC Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed New Shareholders' Mandate");

THAT the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate are subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company following the general meeting at which time the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate have been passed, at which time they will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier;

AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate." (Ordinary Resolution 7)

- Proposed renewal of authority to the Company to purchase its own ordinary shares up to ten percent (10%) of its issued and paid-up capital**  
"THAT, subject always to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be and are hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to allocate an amount not exceeding the total available retained profits and share premium of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each on the Company ("Proposed Renewal") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time;

AND THAT, upon the purchase by the Company of its own shares, the Directors are authorised to retain such shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased as treasury shares and cancel the remainder. The Directors are further authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting; whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal." (Ordinary Resolution 8)

- Proposed retention of Independent Director**  
"THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Mr Liew G Hoe @ Liew Chee Hoe, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

- To transact any other ordinary business of which due notice shall have been given.

**By order of the Board**

**PANG KAH MAN** (MIA 18831)

Company Secretary

Kuala Lumpur

21 May 2013

**Notes:**

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

- Only depositors whose names appear in the Record of Depositors as at 05 June 2013 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on a show of hands or on a poll in his stead. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 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.
- To be valid, the proxy form duly completed must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are not complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

**Explanatory Notes on Special Business:**

- Ordinary Resolution no. 6**  
**Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**
  - The proposed Ordinary Resolution no. 6, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being for such purposes as they may deem fit and in the 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.
  - The mandate now sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 13 June 2012 which will expire at the conclusion of the forthcoming Annual General Meeting.
  - The Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.
  - The authority 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 project(s), working capital and/or acquisitions.
- Ordinary Resolution no. 7**  
**Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate**  
The proposed Ordinary Resolution no. 7, if passed, will authorise the Company and/or its subsidiaries ("STC Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") which are necessary for the STC Group's day-to-day operations with the respective specified class of the related parties, subject to the transactions are entered into on terms which are not more favorable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company. Further details on the proposed renewal of existing shareholders' mandate for RRPT and proposed new shareholders' mandate for additional RRPT are provided in the Circular to Shareholders dated 21 May 2013 on the same.
- Ordinary Resolution no. 8**  
**Proposed Renewal of Authority for Purchase of Own Shares by the Company**  
The proposed Ordinary Resolution no. 8, if passed, will authorise the Company to allocate an amount not exceeding the total available retained profits and share premium of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.50 each on the Company ("Proposed Renewal") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time. Further details on the Proposed Renewal are provided in the Circular to Shareholders dated 21 May 2013 on the same.
- Ordinary Resolution no. 9**  
**Proposed Retention of Independent Director**  
The Nomination Committee has assessed the independence of the Director, Mr Liew G Hoe @ Liew Chee Hoe who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years. Notwithstanding his long tenure in office, the Board based on the review and recommendations made by the Nomination Committee (save and except for Mr Liew G Hoe @ Liew Chee Hoe who is the Chairman of the Nomination Committee), is unanimous in its opinion that Mr Liew G Hoe @ Liew Chee Hoe shall continue to act as Independent Non-Executive Director of the Company based on the following justifications:-
  - He fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
  - His vast experience in the electrical engineering enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
  - He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the management.