

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of the Company will be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor on Wednesday, 19 June 2013 at 10.00 a.m. for the following purposes :-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of a final dividend of 1.5% less 25% income tax for the financial year ended 31 December 2012. **Resolution 2**
3. To approve the payment of Directors' fees of RM146,000.00 for the financial year ended 31 December 2012. **Resolution 3**
4. To re-elect Mr. Wong Yuk Thin, the Director who retires pursuant to Article 84 of the Company's Articles of Association, and, being eligible, offer himself for re-election. **Resolution 4**
5. To re-elect the following Directors, who retire pursuant to the Company's Articles of Association, and, being eligible, offer themselves for re-election :-
 - a) Dato' Dr. Zabir Bin Bajuri Article 90 **Resolution 5**
 - b) Dato' Johan Bin Ariffin Article 90 **Resolution 6**
 - c) Mr. Foo Kee Fatt Article 90 **Resolution 7**
6. To re-appoint Messrs KPMG as Auditors of the Company and authorize the Directors to fix their remuneration. **Resolution 8**

Special Business

7. To consider and, if thought fit, pass the following resolutions: **Resolution 9**

Ordinary Resolution No. 1

Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 :-

"THAT approval be and is hereby given to Dato' Wira Zainuddin Bin Mahmud who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

Ordinary Resolution No. 2

Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 :-

"THAT approval be and is hereby given to Mr. Foo Kee Fatt who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non- Executive Director of the Company."

Resolution 10

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the Final Dividend of 1.5% less 25% income tax for the financial year ended 31 December 2012, if approved at the Fortieth Annual General Meeting, will be paid on 9 July 2013 to the shareholders whose names appear in the Record of Depositors at the close of business on 20 June, 2013. A Depositor shall qualify for entitlement to the dividend only in respect of :-

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 20 June 2013 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.

By Order of the Board

FONG PHOI SHAN (MAICSA 7014620)

Company Secretary

Kuala Lumpur

28th May 2013

Notes

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member may appoint more than 2 proxies to attend at the same meeting. Where a member appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its attorney.
4. All forms of proxy must be deposited at the Registered Office of the Company situated at 16-A (1st Floor), Jalan Tun Sambanthan 3, Brickfields, 50470 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors who appear in the Record of Depositors as at 13 June 2013 shall be regarded as Member of the Company entitled to attend the Fortieth Annual General Meeting or appoint a proxy to attend and vote on his behalf.
6. Shareholders' attention is hereby drawn to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
7. Notes on Special Business
Resolution No. 8 & 9
The Nomination Committee has assessed the independence of Dato' Wira Zainuddin Bin Mahmud and Mr. Foo Kee Fatt, who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years. Upon recommendation of the Committee, the Board assessed and recommended that they continue to act as an Independent Non-Executive Director of the Company based on the following justifications :-
 - a) They understand fully of the Company's objectives and strategies and would be able to provide an element of objectivity, independent judgment and balance to the Board;
 - b) They have devoted sufficient time and commitment to their role and responsibilities as an Independent Director, exercised due care and discharged their duties with reasonable skill and competence during their tenure as Independent Director of the Company;
 - c) They actively participated in the board discussion and provided independent view and judgement to the decision making of the Board in the interest of the Company and the shareholders.