

ADVANCE INFORMATION MARKETING BERHAD

(644769-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 9th Annual General Meeting ("AGM") of **ADVANCE INFORMATION MARKETING BERHAD** will be held at Crown 1, Level 1, Crystal Crown Hotel, Kuala Lumpur, No. 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Monday, 24 June 2013 at 10.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note A below).*
2. To approve the payment of Directors' Fees for the financial year ending 31 December 2013. Resolution 1
3. To re-elect the following Directors who shall retire in accordance with the Article 83 of the Company's Articles of Association and who being eligible, offer themselves for re-election:-
 - (i) Sim Thean Wah Resolution 2
 - (ii) Mak Siew Wei Resolution 3
4. To re-appoint Messrs Folks DFK & Co as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 4

AS SPECIAL BUSINESS

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

5. **ORDINARY RESOLUTION I**
Authority to Issue 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 the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the

Resolution 5

Companies Act 1965, to issue shares in the Company from time to 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 and paid-up share capital of the Company for the time being.

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 next Annual General Meeting of the Company.”

**6. ORDINARY RESOLUTION II
Proposed Renewal Of Share Buy-Back Authority**

“THAT, subject to the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Company to allocate funds not exceeding, at the time of purchase(s), the total retained earnings and share premium reserves of the Company to purchase up to ten percent (10%) of the issued and paid-up ordinary share capital of the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company;

Resolution 6

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares of RM0.10 each in the Company so purchased by the Company as treasury shares and/ or cancel them and/ or resell the treasury shares and/ or to distribute them as share dividends;

AND THAT the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Share Buy-Back with full powers to assent to any condition, modification, revaluation, variation and / or amendment (if any) as may be imposed by the relevant authorities and / or do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company;

AND THAT such authority shall commence immediately upon passing of this resolution until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution of the shareholders of the Company in general meeting,

whichever occurs first.

- 7. To transact any other business for which due notice shall have been given pursuant to the Companies Act, 1965.

By Order of the Board
KUAN HUI FANG (MIA 16876)
WONG WAI FOONG (MAICSA 7001358)
Company Secretaries
Kuala Lumpur

31 May 2013

Notes:-

- i) *A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. 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 shall not apply.*
- ii) *A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- iii) *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.*
- iv) *Where a member or authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
- v) *The instrument appointing a proxy 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.*
- vi) *The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notorially certified copy of that power of authority shall be deposited at the office of the Company’s Share Registrar at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.*
- vii) *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, a Record of Depositors as at 18 June 2013.*

Only a Member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.

Note A

The Item no. 1 of the Agenda 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.

Explanatory Notes:-

Resolution 2

Mr. Sim Thean Wah is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this 9th Annual General Meeting. The Board has conducted an assessment on the independence of Mr Sim Thean Wah and is satisfied that he has complied with the independence criteria applied by the Company.

Resolution 5

Ordinary Resolution I – Authority to Issue Shares

This proposed 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 AGM, authority to issue and allot 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 AGM of the Company.

This proposed Resolution is a renewal of the previous year's mandate. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 22 June 2012 and will lapse at the conclusion of the 9th AGM.

Resolution 6

Ordinary Resolution II – Proposed Renewal of Share Buy-Back Authority

This proposed resolution, if passed, will give the Directors of the Company authority to purchase its own shares up to ten percent (10%) of its issued and paid-up share capital. 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.