



CENTRAL INDUSTRIAL CORPORATION BERHAD

(Company No.: 12186-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First Annual General Meeting of the Company will be held at The Royale 1 & 2, The Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 June 2014 at 10.00 a.m. for the purpose of considering the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To approve the payment of a Final Single-tier Dividend of 1.75% for the financial year ended 31 December 2013. **Resolution 1**
3. To approve the payment of Directors' fees of RM146,000.00 for the financial year ended 31 December 2013. **Resolution 2**
4. To re-elect the following Directors, who retire pursuant to Article 90 of the Company's Articles of Association, and, being eligible, offer themselves for re-election :-
 - a) Dato' Wira Zainuddin Bin Mahmud **Resolution 3**
 - b) Dato' Lim Chee Meng **Resolution 4**
 - c) Mr. Koay Then Hin **Resolution 5**
5. To re-appoint Messrs KPMG as Auditors of the Company and authorize the Directors to fix their remuneration. **Resolution 6**
- 6. SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolution No. 1 **Resolution 7**
"That Dato' Dr. Zabir Bin Bajuri having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."

Ordinary Resolution No. 2 **Resolution 8**
"That Dato' Wira Zainuddin Bin Mahmud having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."

Ordinary Resolution No. 3 **Resolution 9**
"That Mr. Foo Kee Fatt having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."
7. To transact any other business of which due notice shall have been given.

NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that the Final Single-tier dividend of 1.75% for the financial year ended 31 December 2013, if approved at the Forty-First Annual General Meeting, will be paid on 9 July 2014 to the shareholders whose names appear in the Record of Depositors at the close of business on 26 June, 2014.

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 26 June 2014 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

3rd June 2014

NOTES

1. Only depositors whose names appear in the Record of Depositors as at 19 June 2014 shall be regarded as members of the Company and entitled to attend the Forty-First Annual General Meeting or appoint a proxy to attend and vote on his behalf.
2. 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. 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. Where a member of the Company is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 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.
4. 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.
5. All forms of proxy must be deposited at the Office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes

1. To receive the Audited Financial Statements Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
2. Resolution No. 7, 8 and 9
Proposed Continuation In Office As Independent Non-Executive Director
The Nomination Committee has assessed the independence of Dato' Dr. Zabir Bin Bajuri, 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 Independent Non-Executive Directors of the Company based on the following justifications :-
 - a) They understand fully of the Company's objectives and strategies and will be able to provide an element of objectivity, independent judgement 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 Directors 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.