



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1st Floor, Sport Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 18 September 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

**AGENDA**

1. To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon.  
**Please refer Explanatory Note A**
2. To approve the payment of a first and final single-tier dividend of 3% per ordinary share of RM0.10 each in respect of the financial year ended 31 March 2014.  
**Ordinary Resolution 1**
3. To approve the payment of Directors' fees in respect of the financial year ended 31 March 2014.  
**Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association: -
  - (a) Mr Woo Hin Weng; and
  - (b) Mr Tang Tat Chun**Ordinary Resolution 3(a)**  
**Ordinary Resolution 3(b)**
5. To re-elect Mr Lian Teng Hai, a Director retiring in accordance with Article 90 of the Company's Articles of Association.  
**Ordinary Resolution 4**
6. To re-appoint the following Directors pursuant to Section 129(6) of the Companies Act, 1965 :-
  - (a) "THAT Tan Sri Dato' Tan Hua Choon be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."  
**Ordinary Resolution 5(a)**
  - (b) "THAT Maj Gen Dato' Osman Bin Mohd Zain (Rtd) be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."  
**Ordinary Resolution 5(b)**
7. To re-appoint Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 6**
8. **As Special Business**  
To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :-  
**PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT subject to passing Ordinary Resolution 5(b) above, Maj Gen Dato' Osman Bin Mohd Zain (Rtd), a Director who has served as an Independent Non-Executive Director of the Company for more than nine years, be retained as Independent Non-Executive Director of the Company."  
**Ordinary Resolution 7**
9. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** a first and final single-tier dividend of 3% per ordinary share of RM0.10 each in respect of the financial year ended 31 March 2014, if approved by the Members, will be paid on 13 October 2014 to Members whose names appear in the Record of Depositors of the Company at the close of business on 25 September 2014.

A depositor shall qualify for entitlement only in respect of:

- a. Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 25 September 2014 in respect of transfers; and
- b. Securities 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

**Lim Lai Sam (MAICSA No. 0877479)**  
**Chong Siew Duan (MAICSA No. 7019353)**  
Secretaries

Kuala Lumpur  
22 August 2014

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) 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 Act shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to 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.  
Where a member of the Company is an exempt authorised nominee (an authorised nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act), 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.  
Where an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The Proxy Form shall be deposited with the Company's Share Registrars, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, 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.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the general meeting shall be entitled to attend and vote at the Annual General Meeting, or appoint a proxy to attend, speak and vote on his behalf.

**Explanatory Note A**

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, the matter will not be put forward for voting.

**Explanatory Note on Special Business**

**• Proposed retention of Independent Non-Executive Director**

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Maj Gen Dato' Osman Bin Mohd Zain (Rtd), who has served as Independent Non-Executive Director of the Company for more than nine years, and upon its recommendation, the Board of Directors has recommended for the said person to continue to act as Independent Non-Executive Director based on the following justifications :-

- a) he continues to fulfill the criteria under the definition of Independent Director as stated in the Bursa Securities Listing Requirements;
- b) his length of service on the Board of more than nine years does not in any way interfere with his exercise of objective judgment or his ability to act in the best interests of the Company and Group. In fact, having been with the Company for more than nine years, he is familiar with the Group's business operations and has devoted sufficient time and commitment to his role and responsibility as an Independent Director for informed and balanced decision making.
- c) he has exercised due care during his tenure as Independent Director of the Company and has discharged his duty with reasonable skill and competence, bringing independent judgment and depth into the Board's decision making in the interest of the Company and its subsidiaries.