



NOTICE OF EIGHTEENTH (18TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 20 September 2012 at 10.00 a.m. for the following purposes:

Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 March 2012 together with the Reports of Directors' and Auditors' thereon. **Refer Explanatory Note A**
- To approve the payment of Directors' fees of RM483,333.00 for the financial year ended 31 March 2012. **Ordinary Resolution 1**
- To reelect the following directors who retire pursuant to Article 97 of the Company's Articles of Association and being eligible have offered themselves for reelection:
(i) Dato' Zakri Afandi Bin Ismail; **Ordinary Resolution 2**
(ii) Johari Bin Mohd Akhir; **Ordinary Resolution 3**
(iii) Sherman Lam Yuen Suen. **Ordinary Resolution 4**
- To consider and if thought fit, pass the following resolution as Ordinary Resolution:
"THAT Tan Sri Dato' Kamaruzzaman Bin Shariff, who has attained the age of seventy (70) years and retires pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby reappointed as Director of the Company to hold office until the next Annual General Meeting of the Company." **Ordinary Resolution 5**
- To reappoint the retiring auditors, Messrs. UHY as Auditors of the Company and authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

Special Business

- To consider and, if thought fit, with or without modifications, pass the following resolutions : -
 - 6.1 Authority to Issue Shares Pursuant To Section 132D of the Companies Act, 1965** **Ordinary Resolution 7**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed 10% of the total issued capital of the Company for the time being and THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for additional shares to be issued on Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
 - 6.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions** **Ordinary Resolution 8**

"THAT the Company and/or its subsidiary companies be and are hereby authorised to enter into any of the recurrent related party transactions as set out in section 2.3.2 of the Circular to Shareholders dated 29 August 2012 involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Company ("Related Parties") provided that such arrangements and/or transactions are:
(i) recurrent and of revenue or trading in nature;
(ii) necessary for the day-to-day operations;
(iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
(iv) not detrimental to the interest of the minority shareholders;
AND THAT such mandate shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed; or
(b) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
(c) revoked or varied by resolution passed by the shareholders at a general meeting;
whichever is earlier;
AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate."
 - 6.3 Proposed Amendments to the Articles of Association of the Company** **Special Resolution 1**

"THAT the Proposed Amendments to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 29 August 2012 ("Proposed Amendments") be and are hereby approved."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Ng Lai Yee
Company Secretary
Kuala Lumpur
29 August 2012

NOTES:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint only one (1) proxy unless he has more than 1,000 shares in which case the Member is entitled to appoint up to two (2) proxies to attend the same meeting. Where a Member appoints more than one (1) proxy, the appointment of proxies shall not be valid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.
- A member who is an authorised nominee as defined under the Central Depositories Act ("Authorised Nominee"), is entitled to appoint up to two (2) proxies in respect of each Securities Account that has more than 1,000 shares, otherwise, the Authorised Nominee is entitled to appoint only one (1) proxy. Where an Authorised Nominee appoints two (2) proxies in respect of each Securities Account, the appointment shall not be valid unless the Authorised Nominee specifies the proportion of his shareholdings to be represented by each of the proxy.
- The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal, or the hand of its attorney duly authorised.
- The Proxy Form together with the power of attorney (if any) must be deposited at the Registered Office of the Company at No. 43-0-8, Jalan 1/48A, Sentul Perdana, Bandar Baru Sentul, 51000 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Register of Depositories as at 12 September 2012 shall be entitled to attend or to appoint his proxy to vote and speak at this AGM.

EXPLANATORY NOTE A

Pursuant to Section 169 of the Companies Act, 1965, a duly audited financial statements which has been approved by the Board of Directors is required to be laid before the Company at its AGM annually. Hence, this item is not put forward for voting as it does not require a formal approval from shareholders of the Company for adoption.

EXPLANATORY NOTES TO SPECIAL BUSINESS:

Ordinary Resolution 7 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965
The proposed Ordinary Resolution 7 will give Directors the authority to issue shares in the Company up to and not exceeding in total ten percent (10%) of the issued share capital of the Company for such purposes as the Directors may deem fit and in the best interest of the Company. This authority, unless revoked or varied at general meetings, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate. The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to any placing of shares, funding of future investments, working capital and/or acquisitions.

Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions
The proposed Ordinary Resolution 8 will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length basis, subject to the transactions being carried out in the ordinary course of business and on terms that are not detrimental to the interest of the minority shareholders of the Company.

Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction is set out in the Circular to Shareholders dated 29 August 2012, which is despatched together with the Company's 2012 Annual Report.

Special Resolution 1 - Proposed Amendments to the Articles of Association of the Company

The Proposed Special Resolution 1 is to be in line with the recent amendments of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad effective from 3 January 2012.