

Notice of Annual General Meeting

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held at Berjaya 1, 7th Floor, Georgetown City Hotel (formerly known as Berjaya Penang Hotel), 1-Stop Midlands Park Centre, Jalan Burmah, 10350 Penang on Thursday, 18 October 2012 at 10.30 a.m. for the following purposes:-

A G E N D A

As Ordinary Business:

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 30 April 2012 together with the Reports of the Directors and Auditors thereon. | <p>Ordinary Resolution 1</p> |
| <ol style="list-style-type: none"> 2. To re-elect the following Directors who retire by rotation in accordance with Article 94(1) of the Company's Articles of Association and who, being eligible, offer themselves for re-election: <ol style="list-style-type: none"> i) Datuk Noor Zahidi Bin Omar ii) Tan Thiam Chai | <p>Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4</p> |
| <ol style="list-style-type: none"> 3. To approve the payment of a first and final franked dividend of 8 Sen per share less tax of 25% and a special tax exempt dividend of 3 Sen per share for the financial year ended 30 April 2012. | <p>Ordinary Resolution 5</p> |
| <ol style="list-style-type: none"> 4. To approve the payment of Directors' fees for the financial year ended 30 April 2012. | <p>Ordinary Resolution 6</p> |
| <ol style="list-style-type: none"> 5. To appoint Messrs. Grant Thornton as auditors of the Company in place of the retiring auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. | <p>Ordinary Resolution 7</p> |

As Special Business:

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

- | | |
|--|-------------------------------------|
| <ol style="list-style-type: none"> 6. Authority under Section 132D of the Companies Act, 1965 for the Directors to Allot and Issue Shares
"That, subject always to provisions of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." | <p>Ordinary Resolution 7</p> |
| <ol style="list-style-type: none"> 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
"That, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum & Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad and/or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations of the Company and its subsidiaries as specified in Section 2.1 of the Company's Circular to Shareholders dated 25 September 2012 ("Circular") on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the shareholders' mandate shall continue to be in force until: <ol style="list-style-type: none"> (a) the conclusion of the next annual general meeting ("AGM") of the Company following the AGM at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after that date 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 the earlier; <p>And that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution. And that, the estimates given on the recurrent related party transactions specified in Section 2.1 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.4 of the Circular."</p> 8. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965. | <p>Ordinary Resolution 8</p> |

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date: 25 September 2012

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Fifteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 11 October 2012. Only a depositor whose name appears on the Record of Depositors as at 11 October 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, the proxy form duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. Where a member 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.
6. If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTES ON ORDINARY BUSINESS

7. *Agenda 5*
The Company had received a notice from a shareholder pursuant to Section 172(11) of the Companies Act, 1965 for the nomination of Messrs. Grant Thornton, who have given their consent to act, for appointment as the auditors of the Company at the forthcoming Annual General Meeting. A copy of the Letter of Nomination is attached herewith.

Messrs. Ernst & Young, the retiring auditors had indicated that they are not seeking for re-appointment as auditors of the Company at the forthcoming Annual General Meeting.

The Directors confirmed that there were no disagreements with Messrs. Ernst & Young on accounting treatments within the last 12 months and there are no other circumstances connected with the change of auditors that should be brought to the attention of the shareholders.

EXPLANATORY NOTES ON SPECIAL BUSINESS

8. *Agenda 6*
The Resolution 7, is to seek a renewal of the general mandate for the directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the directors consider will be in the best interest of the Company. 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.

As at the date of notice of meeting, no new shares has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

9. *Agenda 7*
The Resolution 8, is to enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day to day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 25 September 2012, dispatched together with the Company's 2012 Annual Report.

Notice Of Dividend Entitlement

Notice is also hereby given that, a depositor shall qualify for entitlement only in respect of:

- a. Shares transferred into the depositor's securities account before 4.00 p.m. on 31 October 2012 in respect of ordinary transfers;
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

The dividend, if approved will be paid on 19 November 2012 to depositors who are registered in the Record of Depositors of the Company on 31 October 2012.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date: 25 September 2012

MagniTech - STAR: 3 col (9.6 cm) x 37 cm
Insertion Date: 25 September 2012