



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighth 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 Monday, 29 October 2012 at 9.00 a.m. for the following purposes :-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' Fees for the financial year ended 30 April 2012. (Resolution 1)
- To re-elect the following Directors of the Company who shall retire by rotation pursuant to Article 83 of the Company's Articles of Association:-
 - Mr. Leou Thiam Lai (Resolution 2)
 - Mr. See Poh Yee (Resolution 3)
- To re-appoint Messrs. SJ Grant Thornton as the 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:-

ORDINARY RESOLUTION

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/ regulatory bodies, where such approval is required, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements, options or other instruments to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorized to make or grant offers, agreements, options or other instruments which would or might require shares to be issued after the expiration of the approval hereof." (Resolution 5)

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the proposed amendments to the Company's Articles of Association as set out in Annexure A be and are hereby approved and that the Directors and Secretary be and are hereby authorised to take all steps are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Company's Articles of Association." (Resolution 6)

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
MAK CHOOI PENG (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
5 October 2012

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 October 2012 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(a)(b)(c) and (d) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- 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.
- 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 its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

Explanatory Notes: -

1. Item 1 of the Agenda

The Agenda item 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Resolution 5

The Ordinary Resolution is proposed for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approval of all the relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement, option or other instrument made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

This general mandate sought by the Company is to renew the general mandate to the Directors at the Seventh Annual General Meeting held on 24 October 2011 to issue shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this notice, the Company had placed out 41,580,000 new ordinary shares to an investor which raised a total proceeds of RM4,781,700 for working capital. Those new ordinary shares issue were listed on the Ace Market of Bursa Malaysia Securities Berhad. The Company proposes to utilise the proceeds for acquisition of land and working capital. As at the date of this notice the Company had utilised RM109,120 for expenses related to the private placement exercise.

3. Resolution 6

The proposed adoption of the Special Resolution is for the purpose of seeking the shareholders' approval for amendments to the Articles of Association of the Company following the recent amendments made to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, in relation to Disclosure and Other Obligations pursuant to Bursa Malaysia Securities Berhad's letter dated 22 September 2011.

The amendments are aimed at providing greater clarity to the market.