

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-fifth Annual General Meeting of the Company will be held at Sunway Hotel Seberang Jaya, 11 Lebuh Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Wednesday, 28 November 2012 at 11.00 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 30 June 2012 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees for the year ended 30 June 2012.
3. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:

"THAT Mr. Khor Say Kai who retired pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting."

4. To re-elect the following Directors who retire in accordance with Article 79(a) of the Company's Articles of Association:

- 4.1 Mr. Koay Kah Kheng
- 4.2 Mr. Khor Wan Tat
- 4.3 Dato' Mohd Junid bin Mohd Noor @ Md Noor

5. To re-appoint Messrs. Crowe Horwath as auditors and to authorise the Directors to fix their remuneration.

#### SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution as special resolution:

##### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT the Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments") as contained in Appendix I, be and are hereby approved AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendments."

By order of the Board  
ANG JOO SEONG (MIA 10160)  
KHOR LEE NEE (MAICSA 7025554)  
Company Secretaries

Penang  
31 October 2012

Resolution 1

Resolution 2

Resolution 3  
Resolution 4  
Resolution 5

Resolution 6

Resolution 7

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

### Notes:

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy, and in the case of a corporation, a duly authorised representative to attend and vote in his stead. A proxy may but need not be a member of the Company. The provisions of Section 149(1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Act") which is exempted from compliance with the provisions of subsection 25A(1) of the Act.
3. A member who appoints more than one proxy shall specify the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office, 6428 Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang not less than forty-eight (48) hours before the time fixed for holding this meeting or at any adjournment thereof.
5. A depositor whose name appears in the Record of Depositors of the Company as at 21 November 2012 shall be regarded as a member entitled to attend, speak and vote at the Thirty-fifth Annual General Meeting or to appoint a proxy to attend, speak and vote on his behalf.

## EXPLANATORY NOTE TO SPECIAL BUSINESS

### Resolution 7 – Proposed Amendments to the Articles of Association

The proposed Resolution 7 if passed, will amend the Articles of Association of the Company to be in line with the amendments made to the following provisions in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:

Proposed amendments to Article No.	Provisions in the Main Market Listing Requirements
1(a)	Paragraph 7.21(2)
74(a)	Paragraph 7.21A(1)
74(b)	Paragraph 7.21A(2)
74(c)	Paragraph 7.21(1)
128	Paragraph 8.26A

## STATEMENT ACCOMPANYING NOTICE OF 35TH ANNUAL GENERAL MEETING PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

As at date of this notice, there is no individual who is standing for election as Director (excluding the above Directors who are standing for re-appointment/re-election) at this forthcoming Annual General Meeting.

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Appendix I

### Proposed Amendments to the Articles of Association

The Articles of Association of the Company are proposed to be amended in the following manner in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Article No.	Existing Articles	Amended Articles
1(a)	(new definition)	"exempt authorised nominee" means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act;
74(a)	An instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member and no restriction shall be imposed on the qualification of the proxy. The provisions of Section 149(1)(a), (b) and (c) of the Act shall not apply to the Company.	<b>Save for the member who is an exempt authorised nominee (refer to subregulation (c) below), a member may appoint up to two proxies to attend at the same meeting.</b> An instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member <b>and no restriction shall be imposed on the qualification of the proxy.</b> The provisions of Section 149(1)(a), (b) and (c) of the Act shall not apply to the Company.
74(b)	An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.	An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. <b>A proxy shall have the same rights as the member to speak at the meeting.</b>
74(c)	If a member appoints two proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.  Where a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint <del>at least one proxy</del> in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	If a member appoints two proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. <b>He must also specify which proxy is entitled to vote on a show of hands and only one of those proxies is entitled to vote on a show of hands.</b>  Where a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint <b>up to two proxies</b> in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  <b>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.</b>

Article No.	Existing Articles	Amended Articles
128	<p>Payment of Dividends</p> <p>Any dividend, interest or other monies payable in cash in respect of a share may be paid by cheque or warrant sent through the post directed to the registered address of the member or paid via electronic or other methods of fund transfer to such account as designated by such member. Every such cheque or warrant or electronic transfer shall be payable to the order of the person to whom it is sent or person or persons entitled to the share in consequence of death or bankruptcy of the member may direct and the payment of any such cheque or warrant or electronic transfer shall operate as a good discharge to the Company in respect of the monies represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or that there is a discrepancy in the details of the bank account(s) given by the members or persons entitled thereto. Every such cheque or warrant or electronic transfer shall be sent or credited at the risk of the person entitled to the money thereby represented</p>	<p>Payment of Dividends <b>and Other Cash Distributions</b></p> <p>Any dividend, interest or other monies payable in cash (“cash distributions”) in respect of the <b>Securities</b> shall be <b>paid by the Company to its securities holders by direct crediting the payment into the securities holders’ bank accounts as provided to Bursa Depository (“electronic transfer”)</b> and in the event no such bank accounts are given by the securities holders, the payment may be paid by cheque or warrant sent through the post directed to the registered address of the <b>securities holders</b>. Every such cheque or warrant or electronic transfer shall be payable to the order of the person to whom it is sent or person or persons entitled to the <b>Securities</b> in consequence of death or bankruptcy of the <b>securities holder</b> may direct and the payment of any such cheque or warrant or electronic transfer shall operate as a good discharge to the Company in respect of the monies represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or that there is a discrepancy in the details of the bank account(s) given by the members or persons entitled thereto. Every such cheque or warrant or electronic transfer shall be sent or credited at the risk of the person entitled to the money thereby represented. <b>Where the securities holders have provided to the Bursa Depository their relevant contact details for purpose of electronic notifications, the Company shall notify them electronically once the Company has paid the cash distributions out of its account.</b></p>