

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 29 November 2012 at 2.00 p.m. to transact the following businesses:-

AGENDA**As Ordinary Business**

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2012 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note 1**
- To approve the payment of a first and final single-tier dividend of 12.5% or 1.25 sen per ordinary share of RM0.10 each in respect of the financial year ended 30 June 2012. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees amounting to RM76,120 in respect of the financial year ended 30 June 2012. **Ordinary Resolution 2**
- To re-elect the Director, Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid who is retiring under Article 104 of the Articles of Association of the Company. **Ordinary Resolution 3**
- To re-elect the Director, Ms Liew Heng Heng who is retiring under Article 104 of the Articles of Association of the Company. **Ordinary Resolution 4**
- To re-elect the Director, Dr. Wolfgang Baier who is retiring under Article 91 of the Articles of Association of the Company. **Ordinary Resolution 5**
- To re-appoint the Director, Mr Lim Cheng Sung @ Lim Cheng Sang who is retiring under Section 129(6) of the Companies Act, 1965. **Ordinary Resolution 6**
- To re-appoint Messrs Deloitte KassimChan as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

- Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and they are hereby authorised to issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue." **Ordinary Resolution 8**

- Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the specified new recurrent related party transactions of a revenue or trading nature and with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 6 November 2012, provided that:-

- such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:-
 - the related transacting parties and their respective relationship with the Company; and
 - the nature of the recurrent transactions.

AND THAT such authority shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM, the authority is renewed; or
- 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 Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- revoked or varied by resolution passed by the shareholders of the Company at a general meeting of the Company, whichever occurs first.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." **Ordinary Resolution 9**

- To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.

Date of Entitlement and Payment of First and Final Dividend

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Ninth Annual General Meeting, a first and final single-tier dividend of 12.5% or 1.25 sen per ordinary share of RM0.10 each in respect of the financial year ended 30 June 2012 will be paid on 30 December 2012. The entitlement date for the said dividend shall be 14 December 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's securities account before 4.00 p.m. on 14 December 2012 in respect of transfers; and
- Shares 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

TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Company Secretaries

Selangor Darul Ehsan
Date: 6 November 2012

NOTES:

- A member [other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991] entitled to attend and vote at the Meeting is entitled to appoint a maximum of two (2) proxies to attend and vote on his (her) behalf. 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.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, 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 Proxy Form shall be signed by the appointer or his (her) attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- 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 by hand at or by facsimile transmission to the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the Meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 November 2012 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his (her) behalf.

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. Item 9 of the Agenda

The Company had, during its Eighth Annual General Meeting held on 7 December 2011, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 8 proposed under item 9 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investment project(s), working capital and/or acquisition.

3. Item 10 of the Agenda

The proposed adoption of the Ordinary Resolution 9 is a new Shareholders' Mandate which will enable Group to enter into the New Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.