



## **LATITUDE TREE HOLDINGS BERHAD**

(302829-W)

(Incorporated in Malaysia)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the shareholders of LATITUDE TREE HOLDINGS BERHAD will be held at Ivory 12 Room, Holiday Villa Subang, No. 9, Jalan SS 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 18 December 2012 at 1.00p.m. for the following purposes:-

#### **A G E N D A**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with Reports of the Directors' and the Auditors' thereon.  
**Please refer to Note 7**
2. To declare a final dividend of 3.0 sen per share (tax exempt) for the financial year ended 30 June 2012.  
**Ordinary Resolution 1**
3. To approve payment of Directors' fees for the financial year ending 30 June 2013 to be paid quarterly in arrears.  
**Ordinary Resolution 2**
4. To re-elect Madam Lin Chen, Jui-Fen retiring pursuant to Articles 85 and 113 of the Articles of Association of the Company.  
**Ordinary Resolution 3**
5. To re-elect Mr Lin, Chin-Hung retiring pursuant Article 89 of the Articles of Association of the Company.  
**Ordinary Resolution 4**
6. To consider and, if thought fit, pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-
  - (i) "That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Haji Shaharuddin bin Haji Haron be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."  
**Ordinary Resolution 5**

(ii) “That pursuant to Section 129(6) of the Companies Act, 1965, Mr Lin, Tzu-Lang be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company.” **Ordinary Resolution 6**

7. To re-appoint Messrs Ernst & Young 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 resolution:-

8. **AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

“THAT, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised 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, 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 relevant Regulatory Authorities being obtained for such allotment and issuance.” **Ordinary Resolution 8**

9. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR LATITUDE TREE HOLDINGS BERHAD AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

“THAT, the mandate granted by the shareholders of the Company at the Annual General Meeting held on 15 December 2011 pursuant to paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, authorising the Company and its subsidiaries (“LTHB Group”) to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders dated 26 November 2012 (“Circular”) with the related parties mentioned therein which are necessary for the LTHB Group's day-to-day operations, be and is hereby renewed.

That approval be and is hereby given for the LTHB Group to enter into recurrent related party transactions of a revenue or trading nature set out in Section 2.2 of the Circular, which are necessary for the LTHB's Group day-to-day operations.

THAT the LTHB Group is hereby authorised to enter into the Proposed Shareholders' Mandate provided that:

- a) the transactions are 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; and
- b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the type of Recurrent Related Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:

- i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the Eighteenth AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- ii) the expiration of the period within which the next AGM of the Company after the Eighteenth AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**Ordinary Resolution 9**

10. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

“THAT subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company, the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise the maximum amount of funds available in the Company which shall not exceed the Company’s aggregate retained earnings and/or share premium account to purchase such amount of ordinary shares of RM1.00 each in the Company (“Proposed Renewal of Share Buy-Back Authority”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company;

THAT an amount not exceeding the Company's share premium account and retained earnings account be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the Eighteenth AGM, at which such resolution was passed, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

**Ordinary Resolution 10**

**11. AUTHORITY TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT DIRECTOR**

THAT authority be and is hereby given to Dato’ Haji Shaharudin bin Haji Haron who has served as an Senior Independent Director of the Company for a cumulative term of more than nine years, to continue to act as a Senior Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012.

**Ordinary Resolution 11**

**12. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I attached with the Annual Report for the financial year ended 30 June 2012 be and are hereby approved.

**Special Resolution**

**NOTICE OF DIVIDEND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 3.0 sen per share (tax exempt) for the financial year ended 30 June 2012, if approved, will be paid on 18 January 2013 to shareholders whose names appear on the Record of Depositors as at 20 December 2012.

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

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 20 December 2012 in respect of transfers; and
- b) 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)  
YEOH JOE SON (MIA 9238)  
Company Secretaries

Selangor Darul Ehsan  
Date : 26 November 2012

## NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. 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.
4. 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 the common seal or under the hand of an officer or attorney so authorised.
5. 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 such power or authority, shall be deposited at 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 forty-eight (48) hours before the time for holding the meeting.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 7 December 2012 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
7. Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval from shareholders of the Company and hence, Agenda 1 is not put forward for voting.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

### Ordinary Resolution 8

#### - Resolution pursuant to Section 132D of the Companies Act, 1965

The Company had, during its Seventeenth Annual General Meeting held on 15 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”). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 8 proposed under item 8 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 ten per centum (10%) of the issued share capital (excluding treasury shares, if any) of the Company for such purpose 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 AGM.

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

### Ordinary Resolution 9

#### - Proposed Renewal of Shareholders’ Mandate for Latitude Tree Holdings Berhad (“LTHB”) and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 9, if passed, will allow LTHB Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders’ approval as and when such recurrent related party transactions occur would not arise. This would reduce the expenses associated therewith, improve administrative efficiency and allow human resources and time to be channelled towards attaining corporate objectives. The shareholders’ mandate is subject to renewal on an annual basis.

For further information, please refer to the Circular to Shareholders dated 26 November 2012 accompanying the Annual Report of the Company for the financial year ended 30 June 2012.

#### **Ordinary Resolution 10**

##### **- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

Ordinary Resolution 10, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of ordinary shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company following the Eighteenth Annual General Meeting is required by law to be held.

For further information, please refer to the Statement to Shareholders dated 26 November 2012 accompanying the Annual Report of the Company for the financial year ended 30 June 2012.

#### **Ordinary Resolution 11**

##### **- Authority to continue in office as Senior Independent Director**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of the Dato' Haji Shaharuddin Bin Haji Haron who has served as Senior Independent Director of the Company for a cumulative term of more than nine years and recommend him to continue to act as Senior Independent Director of the Company based on the following justifications:-

- a. He has fulfilled the criteria under the definition on Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgement to the Board;
- b. His experience in the manufacturing industry enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
- c. He has been with the Company for more than nine years and therefore understand the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board meetings;
- d. He has contributed sufficient time and efforts and attended all the Audit Committee, Nomination Committee, Remuneration Committee and Board meetings for informed and balanced decision making; and
- e. He has exercised due care during his tenure as Senior Independent Director of the Company and carried out his professional duty in the interest of the Company and shareholders.

#### **Special Resolution**

##### **- Proposed Amendments to the Articles of Association**

The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect on 3 January 2012 and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities and to further enhance administrative efficiency of the Company.