

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting of the Company will be held at the Registered Office of the Company at K55 Jalan Kesang, Kawasan Perindustrian Tanjung Agas, 84000 Ledang, Johor on Wednesday, 19 December 2012, at 2.00 p.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 July 2012 together with the Directors' and Auditors' Reports thereon. *(Please refer Explanatory Note 1)*
2. To approve the payment of Directors' fees of not exceeding RM200,000 for the financial year ending 31 July 2013. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire in accordance with Article 92 and Article 98 of the Company's Articles of Association and being eligible, had offered themselves for re-election:-
  - i) Tunku Makhlad Bin Tunku Mohamed (Article 92) **(Ordinary Resolution 2)**
  - ii) Tan Ooi Jin (Article 92) **(Ordinary Resolution 3)**
  - iii) Ahmad Ruslan Zahari Bin Zakaria (Article 98) **(Ordinary Resolution 4)**
4. To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the financial year ending 31 July 2013 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 5)**

### AS SPECIAL BUSINESS:-

To consider and if thought fit, to pass the following Ordinary/Special Resolutions, with or without modifications:-

#### 5. As Ordinary Resolution Proposed Authority to Directors to Issue New Ordinary Shares of RM0.25 Each Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares of RM0.25 each in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting, commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."  
**(Ordinary Resolution 6)**  
*(Please refer Explanatory Note 2)*

#### 6. As Special Resolution Proposed Amendments to the Articles of Association of the Company

"THAT the amendments proposed to the Articles of Association of the Company as set out in Appendix 1 ("Proposed Amendments") in the Annual Report 2012 be and are hereby approved and adopted.

THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities"  
**(Special Resolution 7)**  
*(Please refer Explanatory Note 3)*

7. To transact any other business of which due notice have been given in accordance with the Companies Act, 1965.

By order of the Board,

TAN BEE HWEE (MAICSA 7021024)  
LAM SOOK CHING (MAICSA 7006942)  
Secretaries

Melaka  
27 November 2012

### NOTES:

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint more than two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation and the provisions of Section 149(1)(a),(b),(c) and (d) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member is an authorised nominee, it may appoint more than one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing by the appointor or an attorney duly authorised in writing or, if the appointor is a corporation, whether under its seal or by an officer or attorney duly authorized.
4. 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 shall be deposited at the Registered Office of the Company at K55 Jalan Kesang, Kawasan Perindustrian Tanjung Agas, 84000 Ledang, Johor not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 December 2012 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.

### Explanatory Notes on Ordinary and Special Business:-

1. Item 1 of the Agenda  
The Audited Financial Statements in Agenda Item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.
2. Item 5 of the Agenda  
Ordinary Resolution 6 proposed under Item 5 of the Agenda is to renew the mandate obtained from the shareholders at the last Annual General Meeting of the Company held on 21 December 2011 (the "previous mandate").

As at the date of this Notice, the Company has placed out 13,522,000 new Ordinary Shares at an issue price of RM0.25 each which raised a total of RM3,380,500, and the new shares were all listed on the Main Market of Bursa Malaysia Securities Berhad on 27 February 2012 ("Private Placement").

Details and status of utilisation of proceeds from the Private Placement are set out under the heading the "Additional Compliance Information" on page 26 of the Annual Report 2012 as required pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this mandate does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

3. Item 6 of the Agenda  
Special Resolution 7 proposed under Item 6 of the Agenda, if passed, will incorporate the latest amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.