

NOTICE OF MEETING

Notice is hereby given that the Fortieth Annual General Meeting of the Company will be held at the Registered Office, Wisma Taiko, 1 Jalan S.P. Seenivasagam, 30000 Ipoh, Perak, Malaysia on Wednesday, 20 February 2013 at 12.00 noon for the following purposes:

AGENDA

As Ordinary Business

1. To receive and consider the financial statements for the year ended 30 September 2012 and the Directors' and Auditors' reports thereon. **(Please refer to Note 1)**
2. To approve the payment of a final single tier dividend of 50 sen per share. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire by rotation in accordance with Article 91(A) of the Company's Articles of Association:
 - (i) Tan Sri Dato' Seri Lee Oi Hian **(Ordinary Resolution 2)**
 - (ii) Kwok Kian Hai **(Ordinary Resolution 3)**
4. To consider and, if thought fit, pass a resolution pursuant to Section 129(6) of the Companies Act, 1965 to re-appoint the following as Directors of the Company and to hold office until the next Annual General Meeting of the Company:
 - (i) Tan Sri Datuk Seri Utama Thong Yaw Hong **(Ordinary Resolution 4)**
 - (ii) R. M. Alias **(Ordinary Resolution 5)**
5. To fix and approve Directors' fees for the year ended 30 September 2012 amounting to RM1,390,000. (2011: RM1,180,000) **(Ordinary Resolution 6)**
6. To re-appoint Auditors 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:

7. **PROPOSED AUTHORITY TO BUY BACK ITS OWN SHARES BY THE COMPANY** **(Ordinary Resolution 8)**

"THAT authority be given to the Company to buy back an aggregate number of shares of RM1.00 each in the Company ("Authority to Buy Back Shares") as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad ("Bursa Malaysia") upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that at the time of purchase, the aggregate number of shares which may be purchased and/or held by the Company as treasury shares pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company and that the maximum funds to be allocated for the Authority to Buy Back Shares shall not exceed the latest audited retained profits of the Company AND THAT the Directors may resolve to cancel the shares so purchased and/or retain the shares so purchased as treasury shares which may be distributed as dividends to the shareholders of the Company and/or resold on Bursa Malaysia and/or cancelled;

AND THAT the Directors be and are hereby empowered to do all such acts and things to give full effect to the Authority to Buy Back Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Authority shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing

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of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of a purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia or any other relevant authority.”

8. **PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS**

(Ordinary Resolution 9)

“THAT approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Company’s and/or its subsidiaries’ day-to-day operations and carried out in ordinary course of business on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in the Annexure of Part B of the Company’s Circular to Shareholders dated 28 December 2012 (“the Mandate”);

AND THAT the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Mandate, with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting (“AGM”) of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting).”

9. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

(Special Resolution 10)

“THAT the Proposed Amendments to the Articles of Association as set out in the Annexure of Part C of the Company’s Circular to Shareholders dated 28 December 2012 be and are hereby adopted AND THAT the Directors or Secretaries of the Company be and are hereby authorised to give full effect to them.”

By Order of the Board
YAP MIOW KIEN
FAN CHEE KUM
Company Secretaries

Ipoh, Perak
Malaysia.

28 December 2012

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Notes:

(1) Agenda 1

This item is meant for discussion only as under Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the Audited Financial Statements are to be laid at the Annual General Meeting and do not require a formal approval of the shareholders. Hence, this matter will not be put forward for voting.

(2) Members entitled to attend

Only members whose names appear in the Register of Members and General Meeting Record of Depositors as at 13 February 2013 will be entitled to attend, speak and vote at the meeting.

(3) Appointment of Proxy

(a) A member, other than an exempt authorised nominee who may appoint multiple proxies in respect of each Omnibus Account held, is entitled to appoint not more than two proxies to vote in his stead.

(b) Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.

(c) A corporate member who appoints a proxy must execute the proxy form under seal or the hand of its officer or attorney duly authorised.

(d) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.

(e) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed and authorised must be deposited at the Registered Office of the Company not less than 48 hours before the time set for the meeting. Faxed or emailed copies of the duly executed proxy form are not acceptable.

(4) Dividend Entitlement and Payment

The final single tier dividend, if approved, will be paid on 20 March 2013 to all shareholders on the Register of Members as at 25 February 2013.

A Depositor with the Bursa Malaysia Depository Sdn Bhd shall qualify for entitlement to the dividend only in respect of:

(a) Shares deposited into the Depositor's securities account before 12.30 p.m. on 21 February 2013 in respect of shares which are exempted from Mandatory Deposit;

(b) Shares transferred into the Depositor's securities account before 4.00 p.m. on 25 February 2013 in respect of transfers; and

(c) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

(5) Special Business

(a) Proposed Authority to Buy Back Shares

Ordinary Resolution 8 proposed under Item 7 of the Agenda, if passed, is to give authority to the Company to buy back the Company's own shares through Bursa Malaysia Securities Berhad at any time within the time period stipulated by utilising the funds allocated out of the audited retained profits of the Company.

(b) Proposed Shareholders' Mandate

Ordinary Resolution 9 proposed under Item 8 of the Agenda, if passed, will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business which are required for the Group's day-to-day operations and made on normal commercial terms 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.

The procurement of the Proposed Shareholders' Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential Recurrent Related Party Transactions arise.

(c) Proposed Amendments to the Articles of Association

Special Resolution 10 proposed under Item 9 of the Agenda, if passed, will bring the Company's Articles of Association in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The authority given for Ordinary Resolutions 8 and 9 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Further information on Ordinary Resolutions 8 and 9, and Special Resolution 10 is set out in the Circular to Shareholders of the Company dated 28 December 2012 which is despatched together with the Company's 2012 Annual Report.

(A proxy form is enclosed with this Annual Report)