

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of the Company will be held at Laurel II, Level 1, Evergreen Laurel Hotel (Penang), 53, Persiaran Gurney, 10250 Penang on Monday, 11 March 2013 at 3.00 p.m. to transact the following business: -

1. To receive the Financial Statements for the year ended 30 September 2012 and the Reports of Directors and Auditors thereon.
2. To re-elect the following directors who retire pursuant to the Company's Articles of Association:-

	<u>Name</u>	<u>Article No.</u>	
a)	Datuk Abdul Hamed Bin Sepawi	88	Ordinary Resolution 1
b)	Dr Lim Boh Soon	88	Ordinary Resolution 2
c)	Dato' Sri Hj Mohamed Khalid Bin Yusuf @ Yusup	95	Ordinary Resolution 3

3. To approve the payment of a sum of RM192,000/- as directors' fees in respect of the year ended 30 September 2012. Ordinary Resolution 4
4. To re-appoint Messrs Baker Tilly Monteiro Heng as auditors of the Company and to authorise the directors to fix their remuneration. Ordinary Resolution 5
5. **As Special Business**

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

- a) Section 132D of the Companies Act, 1965 Ordinary Resolution 6

"That pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

- b) Proposed amendments to the Articles of Association of the Company Special Resolution 1

"That the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved."

6. To transact any other business of which due notice shall have been given.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)
Ong Tze-En (MAICSA 7026537)
Chin Lee Phing (MAICSA 7057836)

Joint Company Secretaries

Penang, 15 February 2013

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Notes:

1. A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. If a Member appoints more than one proxy to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy. A Member may appoint any person to be his proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), it may appoint at least 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. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account its holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

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 corporation's common seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the proxy form must be deposited at the Company's Registered Office at Suite 2-1, 2nd Floor, Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, at least forty eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 62 of the Articles of Association of the Company and Paragraph 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 4 March 2013 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes on Ordinary Business: -

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 of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business: -

8. The proposed Ordinary Resolution 6 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 24 February 2012 and which will lapse at the conclusion of the Eighth Annual General Meeting.

The General Mandate 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 future investment project(s), working capital and/or acquisitions.

7. The Special Resolution 1, if passed, will give authority for the Company to amend its Articles of Association in order to align with the recent amendments of the ACE Market Listing Requirements issued by Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. No individual is seeking election as a Director at the forthcoming Eighth Annual General Meeting of the Company.

APPENDIX 1

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association of the Company are proposed to be amended in the following manner:

Article No.	Existing Articles	Amended Articles
To add Article 2	<p>WORDS</p> <p>MEANINGS</p> <p><i>New definition</i></p>	<p>WORDS</p> <p>MEANINGS</p> <p><u>Omnibus Account</u> <u>Omnibus Account means Securities Account in which ordinary shares are held in the Company for multiple beneficial owners in one Securities account.</u></p>
To amend Article 65	<p>Notice that proxy is allowed</p> <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote in his stead, and that a proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p>	<p>Notice that proxy is allowed</p> <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote <u>at a meeting of the Company, or at a meeting of any class of members of the Company</u> is entitled to appoint <u>up to two (2)</u> proxies to attend and vote in his stead, and that a proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. <u>There shall be no restriction as to the qualification of the proxy.</u></p>
To amend Article 75	<p>Votes of Members</p> <p>Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members and Article 59, Article 60 and Article 61 above, each Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorized representative, and on a resolution to be decided on a show of hands, each holder of an ordinary share, and each holder of a preference share who has a right to vote, must be entitled to one (1) vote and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting.</p>	<p>Votes of Members</p> <p>Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members and Article 59, Article 60 and Article 61 above, each Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorized representative, and on a resolution to be decided on a show of hands, each holder of an ordinary share, and each holder of a preference share who has a right to vote, must be entitled to one (1) vote and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds. A proxy shall be entitled to vote on a show of hands <u>(subject to Article 81 (a))</u> or on a poll, on any question, at any general meeting.</p>
To amend Article 81 a)	<p>Appointment of proxy</p> <p>A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. If a member appoints more than one proxy to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy.</p>	<p>Appointment of proxy</p> <p>A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. If a member appoints more than one proxy to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy. <u>He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.</u></p>

APPENDIX 1 (cont'd)

Article No.	Existing Articles	Amended Articles
To amend Article 81 b)	A member of a Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy. The provisions of Section 149(1)(b) of the Act shall not apply to the Company.	A member of a Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint <u>up to two (2) proxies</u> to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy. The provisions of Section 149(1)(b) of the Act shall not apply to the Company.
To add Article 81 c) iii)	Authorised nominee <i>(New provision)</i>	<u>Authorised nominee</u> <u>Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.</u>
To amend the fourth paragraph of the notes to the form of proxy in Article 82	Form of proxy Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.	Form of proxy Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint <u>up to two (2) proxies</u> in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
To amend Article 113	Notice of Directors' Meeting Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates who have an address in Malaysia registered with the Company. For those Directors residing outside Malaysia, the notice and agenda shall be sent by facsimile transmission or telex or telegram, to be followed immediately by confirmation in writing. Except in the case of an emergency, reasonable notice of at least 7 days for every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in Articles 158 and 159 and the said Articles 158 and 159 shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members of the Company.	Notice of Directors' Meeting Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates who have an address in Malaysia registered with the Company. For those Directors residing outside Malaysia, the notice and agenda shall be sent by facsimile transmission or telex or telegram, to be followed immediately by confirmation in writing. Except in the case of an emergency, reasonable notice of at least 7 days for every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in <u>Articles 165 and 166</u> and the said <u>Articles 165 and 166</u> shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members of the Company.