

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of PELANGI PUBLISHING GROUP BHD. will be held at Palm Resort Berhad, Melati Hall, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Friday, 22 March 2013 at 11.00 a.m to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 30 September 2012 together with the Directors' and Auditors' Reports thereon. | REFER TO NOTE 1 |
| 2. To approve the payment of a single tier final dividend of 4% for the financial year ended 30 September 2012. | RESOLUTION 1 |
| 3. To approve the payment of Directors' fees for the financial year ended 30 September 2012. | RESOLUTION 2 |
| 4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:
a) Mr Lee Kheng Hon – Article 123
b) Mr Sam Yuen @ Sam Chin Yan – Article 123 | RESOLUTION 3
RESOLUTION 4 |
| 5. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. | RESOLUTION 5 |

SPECIAL BUSINESS

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

ORDINARY RESOLUTION 1 AUTHORITY TO ALLOT SHARES – SECTION 132D

"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, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain 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 in force until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 6

ORDINARY RESOLUTION 2 CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR

"THAT the terms of office of Syahriza binti Senan be remained as Independent Director of the Company in accordance with Malaysian Code On Corporate Governance 2012."

REFER TO
EXPLANATORY
NOTE II

RESOLUTION 7

ORDINARY RESOLUTION 3 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed RSM")

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties mentioned under section 2.1.2 of the Circular to Shareholders dated 25 February 2013 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favorable to the related parties than those available to the public and

RESOLUTION 8

not detrimental to the minority shareholders of the Company and such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which such Proposed Renewal of The Existing Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature was passed, at which time will lapse, unless by ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965, ("Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier,

**SPECIAL RESOLUTION
AMENDMENTS TO ARTICLES OF ASSOCIATION**

RESOLUTION 9

"THAT the proposed alterations, modifications, amendments or deletions to the Articles of Association of the Company as contained in Appendix A be hereby approved."

7. To transact any other business of which due notice has been given.

**NOTICE OF DIVIDEND ENTITLEMENT
SINGLE TIER FINAL DIVIDEND OF 4%**

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Eleventh Annual General Meeting, the single tier Final Dividend of 4% in respect of the financial year ended 30 September 2012 will be payable on 30 April 2013 to Depositors registered in the Record of Depositors at the close of business on 11 April 2013.

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

- a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 11 April 2013 in respect of transfer; and
- b) Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHIN NGEOK MUI (MAICSA NO. 7003178)
LEONG SIEW FOONG (MAICSA NO. 7007572)
HUAN CHUAN SEN @ AH LOY (MACS 01519)
Company Secretaries

Johor Bahru
26 February 2013

NOTES:

1. This 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 and hence is not put forward for voting.
 - a. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and if he is not a Member of the Company, Section 149(1)(b) of the Companies Act, 1965 shall not be applicable.
 - b. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid

- unless he specifies the proportions of his holdings to be represented by each proxy.
- c. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
- d. The instrument appointing the proxy must be deposited at the Company's Registered Office situated at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor, Malaysia not less than forty-eight hours before the time appointed for holding the Meeting and any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

I. Ordinary Resolution 1

The Ordinary Resolution 1, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.

The authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting.

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

II. Ordinary Resolution 2

Syahriza binti Senan is an Independent Director of the Company who has served the Company for more than nine years.

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed her independence as defined in Bursa Securities Listing Requirements which has not been compromised all these while. In fact, she exercises her judgment in an independent and unfettered manner, discharge her duties with reasonable care, skill and diligent; bringing independent thought and experience to board deliberations and decision making process all these while which is valuable to the Company. To that, the Board recommends Syahriza binti Senan to continue her office as an Independent Director according to the resolution put forth in the forthcoming Annual General Meeting.

III. Ordinary Resolution 3

The Proposed RSM under Ordinary Resolution 3 was intended to renew the shareholders' mandate granted by the shareholders of the Company at an Annual General Meeting of the Company held on 23 March 2012.

The Proposed RSM is to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' mandate on an annual basis, 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 substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on Proposed RSM is set out in the Circular to Shareholders of the Company which is dispatched together with the Annual Report of the Company for the financial year ended 30 September 2012.

II. Special Resolution

This resolution is to amend the Company's Articles of Association in line with the amendments in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Appendix A

Article No.	Existing Provision	New Provision
2 – Definition Share Issuance Scheme	New provision	a scheme involving a new issuance of shares to the employees.
2 – Definition Share Grant Scheme	New provision	a scheme involving the grant of a listed issuer's existing shares to employees
2 – Definition share scheme	New provision	Share Issurance Scheme and Share Grant Scheme collectively
2 – Definition Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.	Deleted
4 (A) – Authorised share capital Preference shares	(1) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending meetings of the Company but shall only have the right to vote in each of the following circumstances:-	(1) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited financial statements and attending meetings of the Company but shall only have the right to vote in each of the following circumstances:-
88 – Proxies of exempt authorised nominees	Where a Member is an Authorised Nominee, he may appoint at least one (1) proxy in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account.	Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
91 – Instrument of appointment	The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his proxy without limitation and the provisions of Section 149(l)(b) of the Act shall not apply to the Company.	The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his proxy without limitation and the provisions of Section 149(l)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
185 – Articles of subsidiaries	The Articles of Association of each of the subsidiaries of the Company shall contain the provisions or requirements as set out in Paragraphs 7.29 and 7.31 of the Listing Requirements and such other or further additional provisions or requirements as may from time to time be prescribed by the Exchange.	Deleted