

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 45th Annual General Meeting of the Company will be held at Concorde Ballroom 1, Lobby Level, Concorde Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 19 April 2013 at 9.00 a.m., for the following purposes:

- Agenda**
- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. **Resolution 1**
 - To approve the payment of Directors' fees of up to RM341,000 for the financial year ending 31 December 2013 (2012: RM344,000). **Resolution 2**
 - To re-elect Datuk Syed Tamim Ansari bin Syed Mohamed, who is retiring pursuant to Article 98 of the Articles of Association of the Company. **Resolution 3**
 - To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: "THAT Tan Sri Dato' Sulaiman bin Sujak who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company and to hold office until the next Annual General Meeting." **Resolution 4**
 - To re-appoint Messrs. PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**
 - To transact any other business of which due notice shall be given.

As Special Business:

To consider and if thought fit, to pass the following resolutions with or without modifications:

- Ordinary Resolution**
To consider and if thought fit, to pass the following resolution in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012
"THAT Tan Sri Dato' Sulaiman bin Sujak who has served the Board as an Independent Non-Executive Director of the Company for a term of nine years since 24 February 2003 be and is hereby retained as an Independent Non-Executive Director of the Company." **Resolution 6**
- Ordinary Resolution**
Authority to issue new ordinary shares pursuant to Section 132D of the Companies Act, 1965 ("the Act")
"THAT, pursuant to Section 132D of the Act and the Articles of Association of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Act to 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 Board of Directors may, in their absolute discretion, deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." **Resolution 7**
- Ordinary Resolution**
Authority for the Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties ("RRPT") under Paragraphs 2.3.1 and 2.3.2 of the Circular to Shareholders dated 28 March 2013 ("Circular")
(i) "THAT, subject to the Act and Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiary companies to renew the proposed shareholders' mandate for RRPT which are necessary for the day-to-day operations and not more favourable to the related parties than those generally available to the public ("Proposed Shareholders' Mandate") and are not to the detriment of the minority shareholders as set out in Paragraphs 2.3.1 and 2.3.2 of the Circular and that the authority conferred by this resolution shall take effect immediately upon the passing of this resolution;
(ii) THAT such Proposed Shareholders' Mandate is subject to annual renewal and such approval shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
(b) the expiration of the period within which the next Annual General Meeting after the date is required to be held pursuant to Section 143(1) of the Act (but shall 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 general meeting; whichever is the earlier;
(iii) 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 renewal and the extension of the scope of the Proposed Shareholders' Mandate;
(iv) THAT the estimates given of the RRPT specified in Paragraph 2.3.2 of the Circular being provisional in nature be accepted and that, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts thereof provided always that such amount or amounts comply with the procedures set out in Paragraph 2.4 of the Circular; and
(v) THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year be disclosed in the annual report in accordance with Bursa Malaysia Securities Berhad Main Market Listing Requirements." **Resolution 8**
- Special Resolution**
Proposed Amendments to the Articles of Association of the Company
"THAT alterations, modifications, additions or deletions to the Articles of Associations of the Company contained in Appendix I be and are hereby approved." **Resolution 9**

By Order of the Board

Yeap Kok Leong (MAICSA No. 0862549)

Oh Swee Chin (MAICSA No. 7055178)

Company Secretaries

Kuala Lumpur

Dated: 28 March 2013

Notes:

- A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member may appoint any person to be his proxy without any limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- In the event the Member duly executes the Proxy Form but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his proxy.
- Any alterations in the Proxy Form must be initialled.
- To be valid, the Proxy Form duly completed must be deposited at the Share Registrar of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
- Where a Member of the Company is an exempt authorised nominee 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 account it holds.
- For the purpose of determining a Member who shall be entitled to attend the 45th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 59(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 11 April 2013. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.

Explanatory Notes on Ordinary Business:

- Proposed Resolution 2**
Approval for Directors' Fees
Directors' fees approved for the financial year ended 31 December 2012 was RM344,000. The actual Directors' fees for Non-Executive Directors paid during the financial year 2012 was RM341,000. The Directors' fees proposed for the financial year ending 31 December 2013 are calculated based on the number of scheduled Board and Committee meetings for 2013 and assuming that all Non-Executive Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Proposed Resolution 8**
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
For further information on Proposed Resolution 8, please refer to Circular to Shareholders dated 28 March 2013 accompanying the Company's Annual Report for the year ended 31 December 2012.
- Proposed Resolution 9**
Proposed Amendments to the Articles of Association of the Company
The proposed amendments of Articles of Association are in compliance with the enhancements issued by Bursa Malaysia Securities Berhad amending certain provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Appendix I

Referred to in the Notice of 45th Annual General Meeting

The Company proposes to implement the amendments to the Articles of Association of the Company (for which differences are underlined and highlighted in bold below under the columns "Existing Articles" and "Amended Articles" respectively).

No.	Existing Articles	No.	Amended Articles
2.	Word Approved market place N/A	2.	Word Deleted market place Dividend Reinvestment Scheme Means a scheme which enables members to reinvest cash dividend into new shares.
7(a)	no Director shall participate in a <u>share scheme for employees</u> unless shareholders in General Meeting have approved of the specific allotments to be made to such Director;	7(a)	no Director shall participate in a share issuance scheme unless shareholders in General Meeting have approved the specific allotments to be made to such Director;
30A.	In the event that: (a) the securities of the Company are listed on <u>an Approved Market Place</u> ; and (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No.2) Act, 1998, as the case may be, under the Rules in respect of such securities; the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the <u>Approved Market Place</u> (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in ownership of such securities.	30A.	In the event that: (a) the securities of the Company are listed on other stock exchange ; and (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities; the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in ownership of such securities.
40.	A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid.	40.	A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
82.	Notes: (1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member may appoint any person to be his proxy without any limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. (2) The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised. (3) In the event the Member duly executes the Form of Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his proxy. (4) Any alterations in the Form of Proxy must be initialled. (5) To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at (address), not less than 48 hours before the time for holding the meeting or adjourned meeting. (6) Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint <u>at least one (1) proxy</u> in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. N/A N/A	82.	Notes: (1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member shall appoint not more than two proxies to attend and vote at the same meeting and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a Member appoints two proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. (2) The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised. (3) In the event the Member duly executes the Form of Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his proxy. (4) Any alterations in the Form of Proxy must be initialled. (5) To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at (address), not less than 48 hours before the time for holding the meeting or adjourned meeting. (6) Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 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. (7) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 account it holds. (8) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
N/A	N/A	136A.	Subject to the approval being obtained from the members of the Company and the Listing Requirements, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of the Act and any rules, regulations and guidelines there under or issued by the Exchange and any other relevant authorities in respect thereof.