

# NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Royal Ballroom, Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 30 April 2013 at 10.30 a.m. for the purpose of considering the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 October 2012 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who are retiring pursuant to Article 101 of the Company's Articles of Association:
  - (i) Ang Lam Aik Resolution 1
  - (ii) Liew Jee Min @ Chong Jee Min Resolution 2
3. To approve the payment of Directors' Fees. Resolution 3
4. To appoint the Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 4

A Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 from a member of the Company has been received for the nomination of Messrs Ecovis AHL for appointment as Auditors of the Company and the member has proposed the following Ordinary Resolution:

"THAT, Messrs Ecovis AHL, be and are hereby appointed Auditors of the Company in place of the retiring auditors, Messrs Baker Tilly Monterio Heng, to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and Auditors."

As Special Business:

To consider and if thought fit, pass the following resolutions:

5. **ORDINARY RESOLUTION NO. 1** Resolution 5  
**Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of 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 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 Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
6. **ORDINARY RESOLUTION NO. 2** Resolution 6  
**Continuation in office as Independent Non-Executive Director**

"THAT approval be and is hereby given to Mr. Liew Jee Min @ Chong Jee Min who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company AND THAT the Board of Directors be authorized henceforth to determine on a year to year basis the continuation in office of Mr. Liew Jee Min @ Chong Jee Min as an Independent Non-Executive Director of the Company until such authority is revoked at a general meeting."

# Notice Of Eleventh Annual General Meeting (Cont'd)

7. **ORDINARY RESOLUTION NO. 3**  
**Continuation in office as Independent Non-Executive Director**

Resolution 7

"THAT approval be and is hereby given to Dato' Azman Bin Mahmood who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company AND THAT the Board of Directors be authorized henceforth to determine on a year to year basis the continuation in office of Dato' Azman Bin Mahmood as an Independent Non-Executive Director of the Company until such authority is revoked at a general meeting."

**LEONG OI WAH (MAICSA 7023802)**

**Company Secretary**

Petaling Jaya  
5 April 2013

**Notes:**

1. A member of the company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or in the case of a corporation a duly authorised representative to attend and to vote in his stead. The proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. When a member appoints two or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing proxy shall be in writing under the hands of the appointed or of his attorney duly authorised in writing or, if such be executed appointed is a corporation under its common seal, or the hand of its attorney.
4. The instrument appointing a proxy together with the power of attorney (as the case may be) 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 at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. Depositors who appear in the Record of Depositors as at 22 April 2013 shall be regarded as Member of the Company entitled to attend the Eleventh Annual General Meeting or appoint a proxy to attend and vote on his behalf.

# Notice Of Eleventh Annual General Meeting (Cont'd)

## **NOTES ON SPECIAL BUSINESS**

### *Resolution 5:*

*The proposed Resolution 5 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.*

*The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 17 April 2012. The Company did not utilize the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.*

### *Resolution 6 and 7:*

*The Board has assessed the independence of Mr. Liew Jee Min @ Chong Jee Min and Dato' Azman Bin Mahmood, who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and recommended them to continue to act as an Independent Non-Executive Directors of the Company based on the following justifications:*

- a) They bring an element of objectivity to the Board of Directors*
- b) They understand the main drivers of the business in a detailed manner*
- c) They consistently challenged management in an effective and constructive manner*
- d) They actively participated in board discussion and provided an independent voice on the Board*

*The proposed Resolution 6 and 7, if passed will enable Mr Liew Jee Min @ Chong Jee Min and Dato' Azman Bin Mahmood to continue to serve as Independent Non-Executive Directors of the Company and will give powers to the Board of Directors to determine in the subsequent years, the continuation of such office until such time the authority is revoked.*