

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **29th [Twenty-Ninth] Annual General Meeting of the Company** will be held at the **Clarke Ballroom, Le Méridien Kuala Lumpur, 2, Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur** on **Thursday, 2 May 2013** at **10.00 a.m.** for the transaction of the following business:

### A G E N D A

#### As Ordinary Business

1. To receive the statutory financial statements for the financial year ended 31 December 2012 and the directors' and auditors' reports thereon.  
**Resolution 1**
2. To approve the payment of a final dividend of 155 sen per share, under a single-tier system, in respect of the financial year ended 31 December 2012.  
**Resolution 2**
3. To approve the payment of directors' fees for the financial year ended 31 December 2012.  
**Resolution 3**
4. To re-elect the following directors retiring in accordance with the Company's Articles of Association:
  - 4.1 Under Article 90.1**
    - [i]** Dato' Mohd. Rafik Bin Shah Mohamad  
**Resolution 4**
    - [ii]** Tan Sri Datuk [Dr.] Rafiah Binti Salim  
**Resolution 5**
  - 4.2 Under Article 97**  
Alois Hofbauer  
**Resolution 6**
5. To re-appoint Messrs KPMG [Firm No. AF 0758] as auditors of the Company and to authorise the directors to fix their remuneration.  
**Resolution 7**

#### As Special Business

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

6. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[a] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[a] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i]** the conclusion of the next Annual General Meeting ["AGM"] of the Company

following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;

- [ii]** the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii]** revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 8**

7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[b] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[b] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i]** the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii]** the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii]** revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 9**

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[c] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa

Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[c] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i]** the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii]** the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii]** revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 10**

9. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[d] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[d] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i]** the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii]** the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii]** revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 11**

10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[e] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[e] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i] the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii] the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii] revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 12**

11. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[f] of the Circular to Shareholders dated 9 April 2013.**

"That the mandate granted by the shareholders of the Company on 26 April 2012 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[f] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders, be and is hereby renewed.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i] the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii] the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may

be allowed pursuant to Section 143[2] of the Companies Act 1965); or

- [iii] revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 13**

12. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3A[g] of the Circular to Shareholders dated 9 April 2013.**

"That the Company and/or its subsidiaries shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3A[g] of the Circular to Shareholders dated 9 April 2013 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.

That the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- [i] the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- [ii] the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act 1965 [but must not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act 1965]; or
- [iii] revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

That the directors be and are hereby authorised to complete and do all such acts and things [including executing such documents as may be required] to give effect to the transactions contemplated and/or authorised by this resolution."

**Resolution 14**

13. **Proposed Amendments to the Company's Articles of Association**

"THAT the following alterations, modifications, additions or deletions to the Company's Articles of Association be and are hereby approved:-

No.	Existing Article	No.	Proposed Article
54.	All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.	54.	All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. <b>Such meeting of its members may be held within Malaysia at more than one venue</b>

		<b>using any technology that allows all members a reasonable opportunity to participate.</b>
72.	If a poll is duly demanded it shall be taken in such manner as the Chairman may direct [including the use of a ballot or voting papers or tickets] and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The Chairman may [and if so directed by the meeting shall] appoint scrutineers for the purposes of the poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.	72. If a poll is duly demanded it shall be taken in such manner as the Chairman may direct [including the use of a ballot or voting papers or tickets <b>or electronically using various forms of electronic voting devices</b> ] and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The Chairman may [and if so directed by the meeting shall] appoint scrutineers <b>to verify the votes which shall be counted by the poll administrators</b> for the purposes of the poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.

**Resolution 15**

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the shareholders at the 29<sup>th</sup> [Twenty- Ninth] Annual General Meeting of the Company, a final dividend of 155 sen per share, under single-tier system in respect of the financial year ended 31 December 2012 will be paid to the shareholders on 13 June 2013. The entitlement date for the said dividend shall be 23 May 2013.

**FURTHER NOTICE IS HEREBY GIVEN THAT** a depositor shall qualify for entitlement only in respect of:

- A. Shares transferred into the Depositors' Securities Account before 4.00 p.m. on 23 May 2013 in respect of ordinary transfers; and
- B. Shares 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

**MOHD. SHAH BIN HASHIM**  
Company Secretary  
[LS 0006824]

Petaling Jaya  
9 April 2013

**Notes:**

- [i]** A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not be, a member of the Company and the provision of Section 149[1][b] of the Companies Act 1965, shall not apply to the Company.
- [ii]** 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 seal or under the hand of an officer or attorney duly authorised.
- [iii]** Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, 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. 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.

Where an authorized nominee appoints two [2] proxies, or where an exempt authorized nominee appoints two [2] or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- [iv]** An authorised nominee or an exempt authorised nominee with more than 1 [one] securities account must submit a separate instrument of proxy for each securities account.
- [v]** The instrument appointing a proxy and the power of attorney or other authority [if any] under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Share Registrar of the Company at Tricor Investor Services Sdn. Bhd. [Company No. 118401-V] Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- [vi]** In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 April 2013 shall be entitled to attend, speak and vote at the general meeting.

**Explanatory Notes on Special Business:-**

**Recurrent Related Party Transactions**

For further information, please refer to the Circular to Shareholders dated 9 April 2013 accompanying the Company's Annual Report for the financial year ended 31 December 2012.

**Proposed Amendments to the Company's Articles of Association**

The proposed amendments will allow the Company to hold its general meetings in more than one venue using electronic technology and to allow the conduct of poll(s) via electronic means.