



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of the Company will be held at Merbah Room, Lower Level, Hotel Equatorial Penang, No. 1 Jalan Bukit Jambul, 11900 Bayan Lepas, Penang on Wednesday, 15 May 2013 at 10.30 a.m. for the following purposes :-

### AGENDA

#### Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of Directors and Auditors thereon. **Please refer to Note 6**
- To consider and if thought fit, to pass with or without modifications, the following special resolutions in accordance with Section 129(6) of the Companies Act, 1965:  
"That Dato' Ng Kweng Moh, a director who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 1**  
"That Mr. Ng Kweng Tong, a director who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 2**
- To re-elect the following directors who retire by rotation in accordance with Article 80 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:  
i) Mr. Ng Kweng Chong **Resolution 3**  
ii) Mr. Heng Huck Lee **Resolution 4**
- To re-elect the following directors who retire in accordance with Article 87 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:  
i) Datuk Iskandar Mizal Bin Mahmood **Resolution 5**  
ii) Mr. Yeow Teck Chai **Resolution 6**
- To approve the increase in directors' fees and the payment of directors' fees for the financial year ended 31 December 2012. **Resolution 7**
- To approve the payment of a Single Tier Final Dividend of 4% per ordinary share of RM0.50 each and a Special Dividend of 2% per ordinary share of RM0.50 each for the financial year ended 31 December 2012. **Resolution 8**
- To re-appoint Messrs. KPMG as auditors of the Company until the next Annual General Meeting of the Company and to authorise the directors to fix their remuneration. **Resolution 9**

#### Special Business

- To consider and if thought fit, to pass with or without modifications, the following special resolution:  
**PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION**  
"That the amendments to the Company's Articles of Association as set out in the Annual Report for the financial year ended 31 December 2012 be hereby approved and that the Directors be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments to the Company's Articles of Association." **Resolution 10**
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend the Sixteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 08 May 2013. Only a depositor whose name appears on the Record of Depositors as at 08 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Secretaries  
Penang  
Date: 23 April 2013

#### NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the proxy form, duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specify the proportion of his shareholding to be represented by each proxy.
- Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

#### NOTES ON ORDINARY BUSINESS

- 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.
- Mr. Diong Chin Teck who retires as a director pursuant to Section 129(2) of the Companies Act, 1965 at the forthcoming Annual General Meeting had indicated to the Board that he is not seeking for re-appointment as a director of the Company.  
Upon his retirement at the Annual General Meeting, Mr. Diong Chin Teck shall cease to be the Chairman of the Audit Committee and a member of the Nomination Committee.  
The Board would like to thank Mr. Diong Chin Teck for his support, commitment and invaluable contributions to the Group.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

- Resolution 10, if passed, will allow the directors to improve/enhance the existing proxy form of the Company for better administration purposes.

#### ANNUAL REPORT 2012

- The Annual Report 2012 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within four (4) market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.globetronics.com.my](http://www.globetronics.com.my)  
Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Loo Wen Chyi at telephone no. 04-6444906 ext. 121 or email your request to [wenchyi\\_loo@globe.com.my](mailto:wenchyi_loo@globe.com.my)

## NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that a Single Tier Final Dividend of 4% per ordinary share of RM0.50 each and a special dividend of 2% per ordinary share of RM0.50 each for the financial year ended 31 December 2012, if approved, will be paid on 03 July 2013 to shareholders registered in the Record of Depositors of the Company on 21 June 2013.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 21 June 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Joint Secretaries  
Penang  
Date: 23 April 2013