



Notice of Twelfth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at East 'N' West Hall, Level 2, The Northam All Suite Hotel Penang, No. 55 Jalan Sultan Ahmad Shah, 10050 Penang on Friday, 17 May 2013 at 11.30 am for the following purposes: -

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the period from 1 July 2011 to 31 December 2012 and Reports of the Directors and Auditors thereon.
2. To re-elect Mr. Patrick Cheng Ther Wee who retire pursuant to Article 133 of the Company's Articles of Association. Ordinary Resolution 1
3. To re-elect the following Directors who retire pursuant to Article 138 of the Company's Articles of Association:-
 - (a) Mr. Mah Weng Kee Ordinary Resolution 2
 - (b) Mr. Tiong Chau Siong Ordinary Resolution 3
4. To approve the payment of Directors' fees amounting to RM142,030.00 for the period from 1 July 2011 to 31 December 2012. Ordinary Resolution 4
5. To re-appoint Messrs Baker Tilly Monteiro Heng and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

AS SPECIAL BUSINESS:

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

6. AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ("Act") Ordinary Resolution 6

"THAT pursuant to Section 132D of the Act, the Articles of Association of the Company and subject to the approval of all the relevant government and/or regulatory authorities, the Board of Directors of the Company be and are hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the 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 ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
7. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY Special Resolution

"THAT alterations, modifications, additions and deletions to the Articles of Association of the Company as set out in Appendix I of the Annual Report 2012 be and are hereby approved."
8. To transact any other business of which due notice shall have been given.

By Order of the Board

Ong Tze-En (MAICSA 7026537)
Company Secretary
Penang, 25 April 2013

Notes :

Appointment of Proxy

1. A Member may appoint two (2) proxies to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not, apply to the Company. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
3. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 2-1, 2nd Floor, Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. For purpose of determining who shall be entitled to attend Twelfth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 80(3) of the Articles of Association of the Company and Section 34(1) of SICDA to issue a General Meeting Record of Depositors ("ROD") as at 9 May 2013. Only a Depositor whose name appears on such ROD as at 9 May 2013 shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes on Ordinary Business:

1. 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.

Explanatory Notes on Special Business:

1. The proposed Ordinary Resolution 6, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issued and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 19 December 2011 and which will lapse at the conclusion of the Twelfth AGM.

2. The proposed Special Resolution if passed, will allow the Company's Articles of Association to reflect the amendments made to Chapter 7 of the Main Market Listing Requirements of Bursa Securities.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Bursa Securities Main Market Listing Requirements)

No individual is seeking election as a Director at the forthcoming Twelfth AGM of the Company.