



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 22 May 2013 at 9.30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon. **Ordinary Resolution 1**
2. To declare a final single tier dividend of 0.5 sen per share in respect of the financial year ended 31 December 2012. **Ordinary Resolution 2**
3. To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2012. **Ordinary Resolution 3**
4. To re-elect the following Directors retiring under Article 90.1 of the Articles of Association of the Company:-
 - i) Mr Hsiao Chih Che **Ordinary Resolution 4**
 - ii) Ms Ng Shwu Ching **Ordinary Resolution 5**
 - iii) Mr Hsiao Tung Min **Ordinary Resolution 6**
5. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-
"THAT Dato' Wong Pui Lam, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Ordinary Resolution 7**
6. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

As Special Business

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

7. **Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue." **Ordinary Resolution 9**
8. **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
"THAT, subject to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries ("NHR Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 143(1) of the Circular to Shareholders dated 30 April 2013 ("Circular") with the related parties mentioned therein which are necessary for the NHR Group's day-to-day operations.
THAT the NHR Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-
a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
b) the disclosure of the aggregate value of the transactions concluded during a financial year will be disclosed in the Annual Report for the said financial year.
THAT authority conferred by such renewed mandate shall continue to be in force until:-
i) the conclusion of the next Annual General Meeting ("AGM") of NHR at which time it will lapse, unless by a resolution passed at a general meeting, the authority is again renewed;
ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
AND 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 this resolution." **Ordinary Resolution 10**
9. **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**
"THAT, subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits and/or share premium of the Company to purchase such amount of ordinary shares of RM0.20 each in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company;
THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;
THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-
i) the conclusion of the next Annual General Meeting ("AGM") of the Company (being the Tenth ("10th") AGM of the Company), at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
ii) the expiration of the period within which the 10th AGM of the Company is required by law to be held; or
iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting; whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);
AND THAT the Directors of the Company be authorised to take all steps necessary to implement, 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 Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority." **Ordinary Resolution 11**
10. **Approval for Dato' Wong Pui Lam to continue in office as Independent Non-Executive Director**
"THAT subject to the passing of Ordinary Resolution 7 proposed under item 5 above, approval be and is hereby given to Dato' Wong Pui Lam, who has served as an Independent Non-Executive Director of the Company since 19 March 2005 and will attain 9 years on 19 March 2014, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012". **Ordinary Resolution 12**
11. **Approval for Mr Chong Yew Kiang to continue in office as Independent Non-Executive Director**
"THAT approval be and is hereby given to Mr Chong Yew Kiang, who has served as an Independent Non-Executive Director of the Company since 19 March 2005 and will attain 9 years on 19 March 2014, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012". **Ordinary Resolution 13**

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Ninth Annual General Meeting, a final single tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2012 will be paid to shareholders on 18 July 2013. The entitlement date for the said dividend shall be 21 June 2013.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 21 June 2013 in respect of ordinary transfers.
- 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
TAI YIT CHAN (MAICSA 7009143)
CHAN SU SAN (MAICSA 6000622)
Company Secretaries

Selangor Darul Ehsan
Date: 30 April 2013

NOTES:

1. A member entitled to attend and vote 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.
2. Where a member of the Company 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.
3. 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.
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.
4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notariably certified copy of such power or authority must be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 15 May 2013 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
7. **EXPLANATORY NOTES ON SPECIAL BUSINESS**
 - (i) **Ordinary Resolution No. 9 - Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**
The Company had, during its Eighth Annual General Meeting ("AGM") held on 23 May 2012, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act").
The Company did not issue any shares pursuant to this mandate obtained.
The Ordinary Resolution 9 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or future investments of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.
 - (ii) **Ordinary Resolution No. 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
Please refer to the Circular to Shareholders dated 30 April 2013 for further information.
 - (iii) **Ordinary Resolution No. 11 - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**
Please refer to the Circular to Shareholders dated 30 April 2013 for further information.
 - (iv) **Ordinary Resolutions No. 12 - Proposal for Dato' Wong Pui Lam (Dato' Wong) to continue in office as Independent Non-Executive Director**
The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Wong and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-
a. he fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board;
b. his experience as a practising solicitor and partner of a legal firm would enable him to contribute effectively to the Board;
c. he has been with the Company since 19 March 2005 and will attain 9 years on 19 March 2014. With all these years being with the Company, he understands the Company's business operations and therefore, enables him to participate and contribute actively during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board meetings;
d. he has contributed sufficient time and effort and attended all the Audit Committee, Nomination Committee, Remuneration Committee and Board meetings held during the financial year ended 31 December 2012 as well as meeting the Management, as and when required, for informed and balanced decision making; and
e. he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders.
 - (v) **Ordinary Resolutions No. 13 - Proposal for Mr Chong Yew Kiang (Mr Chong) to continue in office as Independent Non-Executive Director**
The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Chong and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-
a. he fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board;
b. his experience as a banker, corporate planning manager and accountant would enable him to contribute effectively to the Board;
c. he has been with the Company since 19 March 2005 and will attain 9 years on 19 March 2014. With all these years being with the Company, he understands the Company's business operations and therefore, enables him to participate and contribute actively during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board meetings;
d. he has contributed sufficient time and effort and attended all the Audit Committee, Nomination Committee, Remuneration Committee and Board meetings held during the financial year ended 31 December 2012 as well as meeting the Management, as and when required, for informed and balanced decision making; and
e. he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders.