



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at Kapur Room, Eastin Hotel Penang, No. 1 Solok Bayan Indah, Queensbay, 11900 Bayan Lepas, Penang on Thursday, 23 May 2013 at 12.00 noon to transact the following business:-

1. To receive the Financial Statements for the year ended 31 December 2012 and the Reports of Directors and Auditors thereon. **Please refer to Explanatory Notes to Ordinary Business**
2. To re-elect of the following Directors who retire pursuant to Article 133 of the Company's Articles of Association:-
 Dato' Dr Yu Kuan Chon, DIMP, PPT
 Lee Chun Weng **Ordinary Resolution 1
Ordinary Resolution 2**
3. To approve the payment of directors' fees in respect of the year ended 31 December 2012. **Ordinary Resolution 3**
4. To re-appoint Messrs KPMG as auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 4**
5. **As Special Business**
 To consider and if thought fit, to pass the following Resolutions:-
 - a) Section 132D of the Companies Act, 1965 **Ordinary Resolution 5**
 "That pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the directors be and are hereby empowered to issue shares in 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 total 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 the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
 - b) Retention of Independent Directors
 THAT the following Directors be retained as Independent Directors, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting:-
 - i) Lee Chun Weng **Ordinary Resolution 6**
 - ii) Ding Ming Hea **Ordinary Resolution 7**
6. To transact any other business of which due notice shall have been given.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)
 Ong Tze-En (MAICSA 7026537)
 Chin Lee Phing (MAICSA 7057836)

Joint Company Secretaries

Penang, 30 April 2013

Notes:

1. A member may appoint up to 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 Companies Act, 1965 shall not apply to the Company. If a Member appoints more than one (1) proxy, 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 Depository) 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 authorized nominee may appoint in respect of each omnibus account its 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 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.
5. To be valid, the proxy form 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, at least forty eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
6. For 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 pursuant to Article 83(3) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 16 May 2013 and only a Depositor whose name appears on such ROD 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. Item 1 of the Agenda
 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 5 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

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 25 May 2012 and which will lapse at the conclusion of the Eighteenth Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

2. Ordinary Resolutions 6 and 7: Retention of Independent Directors

(a) Lee Chun Weng
 Lee Chun Weng was appointed as an Independent Director on 17 June 2002. Lee Chun Weng has served the Company for more than 10 years as at the date of the notice of AGM. However, Lee Chun Weng has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has remained objective and independent in expressing his views in deliberating and decision making of the Board and Board Committees and has fulfilled his roles as Members of the Board and Board Committees. The Board, therefore, considers Lee Chun Weng to be independent and recommends Lee Chun Weng to remain as an Independent Director.

(b) Ding Ming Hea
 Ding Ming Hea was appointed as an Independent Director on 4 December 2001. Ding Ming Hea has served the Company for more than 11 years as at the date of the notice of AGM. However, Ding Ming Hea has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has remained objective and independent in expressing his views in deliberating and decision making of the Board and Board Committees and has fulfilled his roles as Members of the Board and Board Committees. The Board, therefore, considers Ding Ming Hea to be independent and recommends Ding Ming Hea to remain as an Independent Director.