



(6265-P)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Eighth (48th) Annual General Meeting of the Company will be held at Gamelan 3, Level 3, Primula Beach Hotel Sdn Bhd, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu on Thursday, 23 May 2013 at 11.00 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

- To receive the Statutory Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon.
- To re-elect the following Directors retiring pursuant to Article 113 of the Company's Articles of Association, and being eligible, offer themselves for re-election
  - Haji Zakaria K C Ahammu (Ordinary Resolution 1)
  - Dato' Haji Abdul Razak Ismail (Ordinary Resolution 2)
- To approve the payment of the first and final dividend of 22 sen per ordinary share, tax exempt under the single-tier system for the financial year ended 31 December 2012. (Ordinary Resolution 3)
- To approve the payment of Directors' Remuneration for the financial year ending 31 December 2013. (Ordinary Resolution 4)
- To re-appoint Messrs. Ernst & Young as Auditors of the Company 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:

- Re-Appointment of Haji Long A. Rahman as a Director Pursuant to Section 129(2) of the Companies Act, 1965**

"THAT Haji Long A. Rahman, being over the age of 70 years and retiring in accordance with Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 6)
- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." (Ordinary Resolution 7)
- Proposed Amendment to the Memorandum of Association of the Company**

"THAT, to enable the Company to buy-back its own shares and to provide financial assistance to any person to purchase the shares of the Company the Memorandum of Association of the Company be amended by the insertion of a new Clause 3(xxxxii) which reads as follows:-  
(xxxxii) To purchase its own shares or to give financial assistance to any person for the purpose of the purchase of its own shares or both, subject to, and in accordance with the Companies Act, 1965, the rules, regulations and orders made pursuant thereto and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority." (Special Resolution 1)
- Proposed Amendment to the Articles of Association of the Company**

"THAT Article 69 of the Articles of Association of the Company be hereby amended as follows:  
**Existing Article**  
*Except as provided in Article 71 hereof if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.*  
**Amended Article**  
Except as provided in Article 71 hereof if a poll is duly demanded it shall be taken in such manner as the Chairman directs (including the use of ballot or voting papers or tickets or electronically using various forms of electronic devices), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded." (Special Resolution 2)
- To transact any other ordinary business of which due notice shall be given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of members at the 48th Annual General Meeting to be held on 23 May 2013, the first and final dividend of 22 sen per ordinary share, tax exempt under the single-tier system for the financial year ended 31 December 2012 will be paid on Friday, 7 June 2013 to Depositors whose names appear in the Record of Depositors on Wednesday, 29 May 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 29 May 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**YEAP KOK LEONG (MAICSA No. 0862549)**  
**WONG WAI FOONG (MAICSA No. 7001358)**  
Company Secretaries

Kuala Terengganu  
Date: 30 April 2013

#### Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of the Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (SICDA), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised 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.
- 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 common seal, or under the hand of an officer or attorney duly authorised.
- If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.
- 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 registered office of the Company at Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the 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.
- For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 57B of the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 17 May 2013. Only a depositor whose name appears on the Record of Depositors as at 17 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.
- Explanatory Note:

#### Agenda No. 1

This item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

#### Explanatory Note on Special Business:-

##### Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The Company had on 47th Annual General Meeting held on 17 May 2012, obtained its shareholders' approval for the renewal of the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the Act).

The Company had on 14 May 2012, issued a total of 3,557,895 ordinary shares of RM1.00 each representing 1.45% of the issued and paid-up share capital of the Company, at an issue price of RM4.75 per share, as the purchase consideration for the acquisition of a parcel of leasehold land held under H.S.(D) 9537, Lot No. PT 2407, Mukim Batu Buruk, District of Kuala Terengganu, Terengganu Darul Iman from Lembaga Tabung Amanah Warisan Negeri Terengganu for a total purchase consideration of RM16.90 million as per the Company's announcement to Bursa Malaysia Securities Berhad on 16 May 2012.

It is further noted that, the Company had on 11 July 2012, issued a total of 291,519 ordinary shares of RM1.00 each representing 0.12% of the issued and paid-up share capital of the Company, at an issue price of RM2.83 per share, as the balance of purchase consideration for the acquisition of 23,691,931 ordinary shares of RM1.00 each, representing 100% of the issued and paid-up share capital in TDMC Hospital Sdn Bhd as per the Company's announcement to Bursa Malaysia Securities Berhad on 13 July 2012.

The proposed Ordinary Resolution No. 7 is a renewal of the mandate to issue shares under Section 132D of the Act. If passed, it will allow the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilize the proceeds raised for funding current and / or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and / or such other applications they may in their absolute discretion deem fit.

##### Proposed Amendment to the Memorandum of Association of the Company

The proposed amendment is to render the Memorandum of Association of the Company to be consistent with Section 67A of the Companies Act, 1965.

##### Proposed Amendment to the Articles of Association of the Company

The proposed amendment to the Articles of Association of the Company is to facilitate poll voting by electronic means.