

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at Dillenia & Eugenia Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 28 May 2013 at 10.00 a.m. to transact the following business:-

AGENDA

1. To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2012. *(Please refer to Explanatory Note (i))*
2. To sanction the declaration of a final dividend of 5.5 sen per share for the financial year ended 31 December 2012. *Resolution 1*
3. To approve the payment of Directors' fees of RM75,000.00 for the financial year ended 31 December 2012. *Resolution 2*
4. To re-elect the following Directors retire by rotation in accordance with Article 77 of the Company's Articles of Association and being eligible, offered themselves for re-election:-

 - (a) Chin Song Mooi *Resolution 3*
 - (b) Chen Moi Kew *Resolution 4*
5. To re-appoint Messrs. Folks DFK as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 5*

AS SPECIAL BUSINESS

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

6. Ordinary Resolution

AUTHORITY TO ISSUE SHARES

"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, 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 any 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 until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

Resolution 6

7. SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT proposed amendments to the Articles of Associations of the Company as contained in Appendix I be hereby approved."

Resolution 7

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that the single-tier final dividend of 5.5 sen per share for the financial year ended 31 December 2012, if approved by the shareholders at the Twenty-First Annual General Meeting, will be paid on 28 June 2013 to the shareholders whose names appear in the Record of Depositors on 31 May 2013.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for the dividend entitlement only in respect of:

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 May 2013 in respect of ordinary transfers; and
- (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

WONG WAI FOONG (MAICSA 7001358)

TAN AI PENG (MAICSA 7018419)

Company Secretaries

Petaling Jaya

6 May 2013

NOTES:

1. For the purpose of determining a member who shall be entitled to attend this Twenty-First Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(2) of the Company's Articles of Association and Section 34(l) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 21 May 2013. Only a depositor whose name appears on the Record of Depositors as at 21 May 2013 shall be entitled to attend the said meeting and to speak or vote thereat.
2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies 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 to the Company.
3. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
4. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but 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.
5. 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Share Registrar of the Company, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

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8. *Explanatory Notes on Ordinary and Special Business:-*

- (i) **Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2012**

This agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- (ii) **Ordinary Resolution 6 – Section 132D of the Act**

The proposed resolution if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

- (iii) **Special Resolution 7 - Proposed Amendments to the Articles of Association of the Company**

The proposed amendments of Articles of Association are in compliance with the enhancements issued by Bursa Malaysia Securities Berhad amending certain provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.