



**NOTICE IS HEREBY GIVEN** that the NINTH ANNUAL GENERAL MEETING of the Company will be held at Emerald Room, Level 2, Katerina Hotel, 8 Jalan Zabedah, 83000 Batu Pahat, Johor Darul Takzim on Wednesday, 29th day of May 2013 at 10:30 a.m. or at any adjournment thereof for the following purposes:

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Report of the Directors' and the Auditor's thereon. **Resolution 1**
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2012. **Resolution 2**
3. To re-elect Mr. Lim Kim Hock who is retiring pursuant to Article 92 of the Company's Articles of Association, and being eligible, has offered himself for re-election. **Resolution 3**
4. To appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 4**  
Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked 'Annexure A' in the Annual Report had been received by the Company for the nomination of Messrs. Crowe Horwath for appointment as Auditors of the Company and the intention to propose the following ordinary resolution:-  
"THAT subject to their consent to act, Messrs. Crowe Horwath be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."
5. **As Special Business**  
To consider and, if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-  
**ORDINARY RESOLUTION**  
- **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Resolution 5**  
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and 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 and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
**SPECIAL RESOLUTION**  
- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** **Resolution 6**  
THAT the Company's Articles of Association be amended as follows and THAT the Directors and Secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the proposed amendments of the Company's Articles of Association:

Article No.	Existing Articles	Proposed Articles
2	New Interpretation	<b>"Exempt Authorised Nominee" – refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.</b>
84	<u>Proxy to be in writing</u>  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, whether under its seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	<u>Proxy to be in writing</u>  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, whether under its seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. <b>There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</b>
83A	-	<u>Appointment of more than one proxy</u>  <b>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.</b>

7. To transact any other ordinary business for which due notice has been given.

**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (MAICSA 0777689)**

Company Secretary

Kuala Lumpur

Date: 7 May 2013

**Explanatory Notes to Special Business:**

1. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965  
The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Ninth AGM of the Company (hereinafter referred to as the "General Mandate"). The purpose of the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company during the preceding twelve (12) months for the time being.  
The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/ or acquisitions.  
The Company had been granted a General Mandate by its shareholders at the Eighth AGM of the Company held on 28 May 2012 (hereinafter referred to as the "Previous Mandate"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate.  
This General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
2. Proposed amendments to the Articles of Association of the Company  
The Special Resolution is to comply with the recent amendments made to the Bursa Malaysia Securities Berhad's Listing Requirements.

**Notes:**

In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 May 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.

A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint more than 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.

Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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.

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.

The instrument appointing a proxy shall be deposited at the Company's Registered Office at 5A, Jalan Wawasan 2, Kawasan Perindustrian Sri Gading, 83300 Batu Pahat, Johor Darul Takzim not less than 48 hours before the time appointed of holding the above meeting or at any adjournment thereof.

Pursuant to Recommendation 3.2 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012") which states that the tenure of an independent director should not exceed a cumulative term of nine years, Mr. Koh Chin Koon who retires by rotation in accordance with Article 92 of the Company's Articles of Association and has served the Company for more than nine years, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the Ninth AGM.

Mr. Boo Chin Liong who has served the Company for more than nine years, has also expressed his intention to retire at the conclusion of the Ninth AGM to observe the recommendation of the MCCG 2012. Hence, he will retain office until the close of the Ninth AGM.