

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at the Dewan Berjaya, Equestrian Club, Bukit Kiara Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 31 May 2013 at 10:30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon. (Please refer to Note 1).
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2012. **(ORDINARY RESOLUTION 1)**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:
 - a) Wang Kuen-Chung @ Jeff Wang - Article 103 **(ORDINARY RESOLUTION 2)**
 - b) Aaron Sim Kwee Lein - Article 103 **(ORDINARY RESOLUTION 3)**
 - c) Gan Teck Ban - Article 110 **(ORDINARY RESOLUTION 4)**
 - d) Eng Shao Hon - Article 110 **(ORDINARY RESOLUTION 5)**
4. To re-appoint Messrs BDO as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix the Auditors' remuneration. **(ORDINARY RESOLUTION 6)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary and Special Resolutions:

5. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, 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 issued capital of the Company as at the date of this Annual General Meeting.

AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.

AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(ORDINARY RESOLUTION 7)

6. **RETENTION OF MR. NG KIM HUAT AS INDEPENDENT DIRECTOR**

"THAT Mr. Ng Kim Huat who would have served the Company for 9 years be retained as Independent Non-Executive Director and to hold office until the conclusion of the next Annual General Meeting."

(ORDINARY RESOLUTION 8)

7. **PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION**

"THAT the Proposed Amendments to the Company's Articles of Association as set out in Appendix 1 of the Annual Report 2012 be and are hereby approved and adopted AND THAT the Directors and Secretary of the Company 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 to the Company's Articles of Association."

(SPECIAL RESOLUTION 1)

Notice of Annual General Meeting

8. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

LIM SECK WAH (MAICSA 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)
Company Secretaries

Dated this 9 May 2013
Kuala Lumpur

Notes:

1. The Agenda No. 1 is meant for discussion only as the Company's Articles of Association provides that the Audited Financial Statements are to be laid in the general meeting and does not require a formal approval of shareholders. Hence, it is not put forward for voting.
2. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 27 May 2013. Only a depositor whose name appears on the Record of Depositors as at 27 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
3. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
4. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. (i) Where a member 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.

(ii) Where a member is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
6. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorised.
7. The Form of Proxy must be deposited at the Company's Share Registrar Office at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty- eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

8. Explanatory note on Special Business

- 8.1 The proposed Ordinary Resolution 7 is primarily to give flexibility to the Board of Directors to allot and issue shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/ diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the

Notice of Annual General Meeting

company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 22 June 2012.

8.2 The proposed Ordinary Resolution 8 if passed, will allow the Director, Mr. Ng Kim Huat who would have served for 9 consecutive years, to continue to act as Independent Non-Executive Director of the Company for:-

- i) He fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus, he is able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- ii) He understands the business nature and office culture
- iii) He provides the Board valuable advice and insight
- iv) Actively participates in Board deliberations and decision making in an objective manner
- v) Uphold independent decision and challenge the management objectively.

8.3 The proposed Special Resolution 1 is to streamline the Company's Articles of Association to be in line with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements and to improve the existing provisions of the Company's Articles of Association. Please refer to the Appendix 1 which is attached to this Annual Report for details of the propose amendments.