

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at the Maple Junior Ball, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Monday, 17 June 2013 at 9.30a.m. for the following purposes:

## **AGENDA**

### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company and its Group for the financial year ended 31st 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 31st December 2012. **(ORDINARY RESOLUTION 1)**
3. To approve the payment of first and final single tier dividend of 6.5 sen per ordinary share of RM1.00 each for the financial year ended 31st December 2012. **(ORDINARY RESOLUTION 2)**
4. To re-elect the following Directors retiring in accordance with Article 85 of the Company's Articles of Association:
  - (i) Tuan Haji Adi Azuan Bin Abdul Ghani **(ORDINARY RESOLUTION 3)**
  - (ii) Lee Ling Chin **(ORDINARY RESOLUTION 4)**
5. To re-appoint Messrs KPMG as Auditors and to authorise the Board of Directors to fix their remuneration. **(ORDINARY RESOLUTION 5)**

### **AS SPECIAL BUSINESS**

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

#### **6. RETENTION OF INDEPENDENT DIRECTORS**

THAT the following Directors be retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting:-

Datuk Dr. Anis Bin Ahmad  
Datuk Koay Soon Eng  
Tu Shu Yao

**(ORDINARY RESOLUTION 6)**  
**(ORDINARY RESOLUTION 7)**  
**(ORDINARY RESOLUTION 8)**

#### **7. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals from the relevant governmental /regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of 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 such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

**(ORDINARY RESOLUTION 9)**

**NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)**

8. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 1 TO RRPT 8 AND RRPT 10** (ORDINARY RESOLUTION 10)
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 9** (ORDINARY RESOLUTION 11)
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 11** (ORDINARY RESOLUTION 12)

"THAT approval be hereby given to the Company and/or its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 1.4(ii) of the Circular to Shareholders dated 27 May 2013 ("Circular") which are necessary for the Group's day-to-day operations provided such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not detrimental to minority shareholders and such approval shall continue to be in force until :-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which time it will lapse, unless by a resolution passed at such AGM, such authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is earlier.

AND THAT, the Directors of the Company be and hereby authorized to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate."

9. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"THAT, the amendments to the Articles of Association of the Company as set out in Part II of the Circular to Shareholders dated 27 May 2013 be and is hereby approved and adopted AND THAT the Directors and Secretaries be and are hereby authorised to give effect to the said amendments."

**(SPECIAL RESOLUTION 1)**

10. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

**LIM SECK WAH (MAICSA 0799845)**  
**KONG MEI KEE (MAICSA 7039391)**

Company Secretaries  
Dated this 27<sup>th</sup> day of May 2013  
Kuala Lumpur

## **NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)**

### **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN that a first and final single tier dividend of 6.5 sen per ordinary share of RM1.00 each for the financial year ended 31st December 2012, subject to members' approval, will be paid on 8 August 2013 to depositors registered in the Record of Depositors at the close of business on 18 July 2013.

A depositor shall qualify for the entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00p.m. on 18 July 2013 in respect of ordinary transfer;
- (b) Shares bought on the Exchange on a cum entitlement basis according to the Rules of the Exchange.

### **NOTES**

1. 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.
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 11 June 2013. Only a depositor whose name appears on the Record of Depositors as at 11 June 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, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. A proxy needs 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.
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 of the Company 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. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Company Secretary's office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

**NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)**

## 8. Explanatory Notes on Special Business

8.1 The proposed Ordinary Resolutions 6 to 8 if passed, will allow the directors namely, Datuk Dr. Anis Bin Ahmad, Datuk Koay Soon Eng and Tu Shu Yao who have served for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company for:-

- They fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they are able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- Their vast experiences in their respective fields enabled them to provide the Board with a diverse set of experiences, expertise and independent judgments.
- They have performed their duties diligently and in the best interest of the Company and provide a broader view, independent and balanced assessment of proposals from the management.
- They uphold independent decision and challenge the management objectively.

8.2 The proposed Ordinary Resolution 9 is to give mandate to the Board of Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company as at the date of Twelfth Annual General Meeting for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of 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 issued 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 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 on 25 June 2012.

8.3 The proposed Ordinary Resolutions 10 to 12, if passed will mandate the Company to enter into the categories of recurrent transactions of a revenue or trading nature with those related parties specified in Section 1.4(ii) of the Circular to Shareholders dated 27 May 2013.

8.4 The proposed Special Resolution 1 on amendments to the Articles of Association of the Company are to streamline the Company's Articles of Association to be in line with the recent amendments in Bursa Malaysia Securities Berhad Main Market Listing Requirements.