

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the THIRTY-FIFTH ANNUAL GENERAL MEETING ("35th AGM") of the Company will be held at Hotel Singgahsana Petaling Jaya, Persiaran Barat, Off Jalan Sultan, 46760 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 19 June 2013 at 10:00 a.m. for the following purposes: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Note 1)*
- To approve the Directors' fees of RM214,000.00 for the financial year ended 31 December 2012. *(Resolution 1)*
- To re-elect Puan Sri Fadzilah Binti Md Ariff who is to retire pursuant to Article 95 of the Company's Articles of Association and being eligible, has offered herself for re-election. *(Resolution 2)*
- To re-elect the following Directors who retire pursuant to Article 101 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
(a) Dato' Anuarudin Bin Mohd Noor *(Resolution 3)*
(b) Datuk Seri Ahmad Bin Hj. Kabit *(Resolution 4)*
- To pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-
"That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ghazali Bin Mat Ariff, being eligible and having offered himself for re-appointment as Director of the Company, be and is hereby re-appointed to hold office until the conclusion of the next Annual General Meeting." *(Resolution 5)*
- To retain Dato' Mohamed Salleh Bin Bajuri as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012. *(Resolution 6)*
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Resolution 7)*

As Special Business

To consider and if thought fit, with or without any modification, to pass the following ordinary resolution:-

- ORDINARY RESOLUTION** *(Resolution 8)*
- AUTHORITY TO ISSUE SHARES OF UP TO TEN PERCENTUM (10%) OF THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue 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 percentum (10%) of the issued and paid-up share capital of the Company for the time being AND THAT the Directors are also empowered to obtain approval for the listing of and quotation for the additional shares to be 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** *(Resolution 9)*
- PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the proposed amendments to the Company's Articles of Association as set out in Appendix 1 which have been circulated to members of the Company be and are hereby approved AND THAT the Directors and Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the proposed amendments to the Company's Articles of Association with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."
- To transact any other business for which due notice has been given in accordance with the Companies Act 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD**CHUA SIEW CHUAN (MAICSA 0777689)****YEOW SZE MIN (MIA 31521)**

Joint Company Secretaries

Petaling Jaya

Dated: 28 May 2013

Explanatory Notes to Special Business:

- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965
The proposed Ordinary Resolution is intended to renew the authority granted by the shareholders to the Directors of the Company at the Thirty-Fourth Annual General Meeting held on 19 June 2012 to issue and allot shares of not more than 10% of the total issued share capital of the Company at any such time to such person in their absolute discretion. This is to avoid any delay and cost involved in convening an Extraordinary General Meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company in an Extraordinary General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The authority granted by the shareholders will provide flexibility to the Company to raise funds for the purpose of funding current and/or future investment project(s), working capital and/or acquisition(s).
The Board of Directors did not issue any shares pursuant to the authority granted by the shareholders at the Thirty-Fourth Annual General Meeting held on 19 June 2012.
- Proposed Amendments to Articles of Association of the Company (hereinafter referred to as "the Proposed Amendments")
The Proposed Amendments to the Articles of Association of the Company are made for the following purpose:-
 - To ensure that the Articles of Association of the Company comply with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements to-date;
 - To reflect the provisions to cater for the use of technology in various forms of electronic communications or devices with regard to the issuance of notice of Directors' meeting and poll voting; and
 - To update the Articles of Association of the Company so as to ensure clarity and consistency with the relevant regulatory provisions and the Malaysian Code on Corporate Governance 2012.The rationale for the Proposed Amendments are provided in Appendix 1, which is circulated together with the Notice of the 35th AGM dated 28 May 2013.
The Proposed Amendments shall take effect if the proposed **Resolution 9** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy at the 35th AGM.

Notes:

- 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 for the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 June 2013 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead [subject always to a maximum of two (2) proxies at each Meeting]. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(a) and (b) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.