



ENG KAH CORPORATION BERHAD (435649-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting ("AGM") of the Company will be held at Merbah Room, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on **24 June 2013** at 11.00 a.m. for the following purposes: -

ORDINARY BUSINESS

- To receive the Directors' Report and Audited Financial Statements for the year ended 31 December 2012.
- To approve the payment of the final single tier dividend of 7.5% per ordinary share in respect of the financial year ended 31 December 2012. **(Resolution 1)**
- To re-elect the following Directors who retired in accordance with Article 82 of the Company's Articles of Association, and being eligible have offered themselves for re-election: -
(i) Mr. Ong Kim Nam **(Resolution 2)**
(ii) Encik Ahmad Badry Bin Azahari **(Resolution 3)**
- To approve the Directors' Fees of RM72,000 for the financial year ended 31 December 2012. **(Resolution 4)**
- To re-appoint Messrs Grant Thornton as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

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

- Authority to issue shares and allot share pursuant to Section 132D of the Companies Act 1965 ("the Act")**
THAT, subject always to the Act, the Articles of Association of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company, at any time 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 the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued 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 ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company. **(Resolution 6)**
- Proposed Renewal of Share Buy-Back Authority**
THAT, subject always to the provisions of the Act, the Memorandum and Articles of Association of the Company, Bursa Securities' Main Market Listing Requirements and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits and/or share premium account, to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares")] then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain the same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell the same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take such steps to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions modifications variations and amendments as may be imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the Act, regulations and guidelines. **(Resolution 7)**
- To transact any other ordinary business for which due notice has been given.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 16th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 June 2013. Only a depositor whose name appears on the Record of Depositors as at 17 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the shareholders' approval for the payment of single-tier Final Dividend of 7.5% per ordinary share in respect of the financial year ended 31 December 2012 ("Dividend"), under Resolution 1 at the 16th AGM of the Company, the Dividend will be paid on 12 August 2013. The entitlement date for the Dividend shall be 18 July 2013.

Shareholders of the Company will only be entitled to the Dividend in respect of:-

- securities transferred into the Depositor's Securities Account before 4.00 p.m. on 18 July 2013 for transfers; and
- securities 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

Ch'ng Lay Hoon
MAICSA 0818580
Company Secretary

Penang
30 May 2013

NOTES:

1. Appointment of Proxy

A member entitled to attend, speak and vote at this meeting may appoint more than one (1) proxy, who need not be a member, to attend, speak and vote in his stead. Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.

Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) 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 authorized nominee may appoint in respect of each Omnibus Account it holds.

To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

Should you desire your proxy to vote on the resolutions set out in the Notice of Meeting, please indicate with an "✓" in the appropriate space. If no specific direction as to voting is given, the Proxy will vote or abstain at his discretion.

Explanatory Note On Special Business

Resolution 6

The proposed resolution is in relation to authority to allot shares pursuant to Section 132D of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of the above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 15th AGM held on 22 June 2012 and which will lapse at the conclusion of the 16th AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

Resolution 7

The proposed resolution, if passed, will provide the mandate for the Company to buy back its own shares up to a limit 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 7 are set out in Statement dated 30 May 2013 accompanying the Annual Report.